

(5) ***Rigas Family Agreement***

On May 23, 2002, Adelphia entered into the Rigas Family Agreement with the Contracting Rigas Family Members that, among other items, provided for:

- (i) the resignation of the Contracting Rigas Family Members from their positions as executive officers of Adelphia and members of the Board;
- (ii) the placement of all shares of Adelphia Common Stock owned by the Contracting Rigas Family Members into a voting trust until all obligations of the Contracting Rigas Family Members to the Company for borrowed money are satisfied, with the voting of such shares to be directed by a Special Committee of the Board through Adelphia's 2004 annual meeting and thereafter to be voted in proportion to the votes cast by all other holders of Adelphia shares;
- (iii) the use of all of the free cash flow of the Managed Cable Entities to repay amounts owed by the Contracting Rigas Family Members as primary obligors in respect of the Co-Borrowing Facilities and the pledge of the Contracting Rigas Family Members' equity interests in the Managed Cable Entities to the Company until all amounts owed by the Contracting Rigas Family Members to the Company in respect of borrowed money are satisfied;
- (iv) the transfer of the stock or assets of the Managed Cable Entities from the Contracting Rigas Family Members to the Company in exchange for a payment equal to the taxes incurred by the Contracting Rigas Family Members as a result of such transfer and a reduction in the amounts owed by the Contracting Rigas Family Members as primary obligors in respect of the Co-Borrowing Facilities, with the amount of such reduction to be based on third-party appraisals, less the payment with respect to taxes to be incurred by the Contracting Rigas Family Members in connection with such transfer;
- (v) the transfer of approximately \$567 million of the Company's debt held directly or indirectly by the Contracting Rigas Family Members to the Company in exchange for an equivalent reduction in the amounts owed by the Contracting Rigas Family Members (A) to the Company in respect of existing stock purchase agreements and (B) as primary obligors in respect of the Co-Borrowing Facilities;
- (vi) the pledge of all shares of Adelphia Common Stock owned directly or indirectly by the Contracting Rigas Family Members to secure the repayment of the Co-Borrowing Facilities and the repayment of any indemnification payments made by the Company to Contracting Rigas Family Members pursuant to the terms of the Rigas Family Agreement;
- (vii) the accrual of interest on amounts owed by the Contracting Rigas Family Members under the Co-Borrowing Facilities at a rate of 6% per annum, to be paid on December 31, 2006, or earlier if amounts due under the Co-Borrowing Facilities are prepaid;
- (viii) the transfer of a 3,656 acre parcel of land underlying certain timber rights of the Company by the Contracting Rigas Family Members to the Company in exchange for a \$465,000 reduction in the amounts owed by the Contracting Rigas Family Members as primary obligors in respect of the Co-Borrowing Facilities;
- (ix) the Company's honoring its prior commitment to provide severance arrangements to John J. Rigas, including a \$1.4 million annual cash payment for three years, lifetime healthcare coverage for Mr. Rigas and his spouse, the use of office space, equipment and a secretary, vested stock options exercisable for their term and the use of the Company's aircraft in certain limited circumstances; and
- (x) the termination of the aforementioned severance arrangements in the event Mr. Rigas is convicted of a felony.

The Company has not yet determined whether to assume or reject the Rigas Family Agreement under applicable bankruptcy law. In addition, it is unclear whether the voting provision of the voting trust is enforceable

under applicable law. Accordingly, other than the aforementioned \$465,000 reduction of the amounts owed by the Contracting Rigas Family Members as primary obligors in respect of the Co-Borrowing Facilities, no economic effect has been given to the Rigas Family Agreement in the consolidated financial statements in Item 8, "Consolidated Financial Statements and Supplementary Data," of this report. In addition, such consolidated financial statements do provide for the accrual of the severance arrangements for John J. Rigas, which were reiterated in the Rigas Family Agreement and are summarized above, as well as the subsequent July 2004 reduction of this previously accrued amount as a result of the guilty verdict returned against John J. Rigas.

RELATED TRANSACTION—NON-RIGAS FAMILY

From May 2002 until July 2003, the Company engaged Conway, Del Genio, Gries & Co., LLC ("CDGC") to provide certain restructuring services pursuant to an engagement letter dated May 21, 2002 (the "Conway Engagement Letter"). During that time, Ronald F. Stengel, Adelphia's former and interim COO and Chief Restructuring Officer, was a Senior Managing Director of CDGC. The Conway Engagement Letter provided for Mr. Stengel's services to Adelphia while remaining a full-time employee of CDGC. In addition, other employees of CDGC were assigned to assist Mr. Stengel in connection with the Conway Engagement Letter. Pursuant to the Conway Engagement Letter, the Company paid CDGC a total of \$4,298,387 for its services in 2002 and, \$2,826,613 for its services in 2003 (which includes the services of Mr. Stengel). The Company also paid CDGC a total of \$172,623 in 2002 and \$104,243 in 2003 for reimbursement of CDGC's out-of pocket expenses incurred in connection with the engagement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee of our Board of Directors is responsible for the appointment, compensation and oversight of the work of our independent public accountant. Pursuant to the Audit Committee's charter, the Audit Committee pre-approves all audit and permissible non-audit services provided by our independent public accountant. The approval may be given as part of the Audit Committee's approval of the scope of the engagement of our independent public accountant or on an individual basis. The pre-approval of non-audit services may be delegated to one or more of the Audit Committee's members, but the decision must be reported to the full Audit Committee at the next meeting following the approval. Our independent public accountant may not be retained to perform the non-audit services specified in Section 10A(g) of the Exchange Act.

FEES PAID TO THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM IN 2002 AND 2003

The Audit Committee appointed PwC to serve as our independent registered public accounting firm on June 13, 2002. Set forth below are the fees and expenses paid or accrued for the services of PwC and its affiliates in 2003 and 2002 (dollars in thousands).

	<u>2003</u>	<u>2002</u>
Audit fees	\$ 21,534	\$ 6,864
Audit-related fees	25	—
Tax fees	<u>167</u>	<u>151</u>
Subtotal	21,726	7,015
All other fees	<u>304</u>	<u>4,669</u>
Total fees	<u>\$ 22,030</u>	<u>\$ 11,684</u>

For purposes of the preceding table, the professional fees are classified as follows:

Audit Fees—These are fees and expenses for professional services paid or accrued during 2002 and 2003 for the re-audit of our consolidated financial statements for the years ended December 31, 1999 and 2000 and the audits of our consolidated financial statements for the years ended December 31, 2001, 2002 and 2003. From January 1 through September 30, 2004, we paid or accrued an additional \$47.2 million for professional services related to the reaudit and audit for the years ended December 31, 1999 through December 31, 2003.

Audit-Related Fees—These are fees and expenses for professional services paid or accrued for the audit of our 401(k) Employee Savings Plan. PwC did not perform these types of services during 2002.

Tax Fees—These are fees and expenses for professional services paid or accrued for tax planning and tax compliance services.

All Other Fees—These are fees and expenses for professional services paid or accrued related to the special investigation and forensic consultant fees, which commenced prior to the engagement of PwC to serve as our independent registered public accountants.

SEC rules effective as of May 6, 2003 require our Audit Committee to pre-approve all audit and permissible non-audit services provided by our independent public accountant (with certain limited exceptions). Since the effective date of these rules, all of the services performed by PwC described above were approved in advance by our Audit Committee except for the services relating to the audit of our 401(k) Employee Savings Plan, which were approved by our Audit Committee after such services had begun pursuant to the *de minimis* exception under SEC regulations. Such services accounted for approximately 100% of the total audit-related fees paid to PwC during 2003, and less than 1% of the total fees paid to the PwC during 2003.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

EXHIBIT INDEX

- 2.01.1 Agreement and Plan of Merger by and among Adelphia Communications Corporation, Adelphia Acquisition Subsidiary, Inc., and Century Communications Corp., dated as of March 5, 1999 (Incorporated herein by reference to Exhibit 2.01 to the Company's Current Report on Form 8-K filed on March 10, 1999) (File No. 0-16014).
- 2.01.2 First Amendment to Agreement and Plan of Merger dated as of July 12, 1999 with respect to merger with Century Communications Corp. (Incorporated herein by reference to Exhibit 2.01 to the Company's Current Report on Form 8-K filed on August 12, 1999) (File No. 0-16014).
- 2.01.3 Second Amendment to Agreement and Plan of Merger dated as of July 29, 1999 with respect to merger with Century Communications Corp. (Incorporated herein by reference to Exhibit 2.02 to the Company's Current Report on Form 8-K filed on August 12, 1999) (File No. 0-16014).
- 2.02 Joint Plan of Reorganization dated February 25, 2004 (Incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on February 25, 2004) (File No. 0-16014).
- 2.03 Draft disclosure statement dated February 25, 2004 (Incorporated herein by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed on February 25, 2004) (File No. 0-16014).
- 3.01 Certificate of Incorporation of Adelphia Communications Corporation, as amended (Incorporated herein by reference to Exhibit 3.01 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999) (File No. 0-16014).
- 3.02 Amended and Restated Bylaws of Adelphia Communications Corporation, as amended through January 23, 2003 (Incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 4.01.1 Certificate of Designations for 13% Series A and Series B Cumulative Exchangeable Preferred Stock (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on July 24, 1997) (File No. 0-16014).
- 4.01.2 Form of Certificate for 13% Cumulative Exchangeable Preferred Stock (Incorporated herein by reference to Exhibit 4.06 to the Company's Current Report on Form 8-K filed on July 24, 1997) (File No. 0-16014).
- 4.02.1 Certificate of Designations with respect to the Company's 5½% Series D Convertible Preferred Stock (Incorporated by reference herein to Exhibit 3.01 to the Company's Current Report on Form 8-K filed on April 30, 1999) (File No. 0-16014).
- 4.02.2 Form of Certificate for the Company's 5.5% Series D Convertible Preferred Stock (Filed herewith).
- 4.03.1 Certificate of Designations with respect to the Company's 7.5% Series E Mandatory Convertible Preferred Stock (Incorporated herein by reference to Exhibit 3.01 to the Company's Current Report on Form 8-K filed on November 16, 2001) (File No. 0-16014).
- 4.03.2 Certificate of Amendment of Certificate of Designations with respect to the Company's 7.5% Series E Mandatory Convertible Preferred Stock (Incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 18, 2004) (File No. 0-16014).
- 4.03.3 Form of Certificate for the Company's 7.5% Series E Mandatory Convertible Preferred Stock (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on November 16, 2001) (File No. 0-16014).

- 4.04.1 Certificate of Designations with respect to the Company's 7.5% Series F Mandatory Convertible Preferred Stock (Incorporated herein by reference to Exhibit 3.01 to the Company's Current Report on Form 8-K filed on February 1, 2002) (File No. 0-16014).
- 4.04.2 Form of Certificate for the Company's 7.5% Series F Mandatory Convertible Preferred Stock (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on February 1, 2002) (File No. 0-16014).
- 4.05.1 Amended and Restated Indenture, dated as of May 11, 1993, between the Company and Bank of Montreal Trust Company, with respect to the Company's 9⁷/₈% Senior Debentures Due 2005 (Incorporated herein by reference to Exhibit 4.01 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1993) (File No. 0-16014).
- 4.05.2 Form of 9⁷/₈% Senior Debenture due 2005 (Filed herewith).
- 4.06.1 Indenture, dated as of February 22, 1994, between the Company and Bank of Montreal Trust Company, with respect to the Company's 9¹/₂% Senior Pay-In-Kind Notes Due 2004 (Incorporated herein by reference to Exhibit 4.05 to the Company's Registration Statement No. 33-52513 on Form S-4 filed on March 4, 1994).
- 4.06.2 Form of 9¹/₂% Senior Pay-In-Kind Note due 2004 (Contained in Exhibit 4.06.1).
- 4.06.3 First Supplemental Indenture, dated as of May 4, 1994, with respect to the Company's 9¹/₂% Senior Pay-In-Kind Notes due 2004, between the Company and Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on May 6, 1994) (File No. 0-16014).
- 4.07.1 Indenture, dated as of February 26, 1997, between the Company and Bank of Montreal Trust Company with respect to the Company's 9⁷/₈% Senior Notes Due 2007 (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on May 1, 1997) (File Number 0-16014).
- 4.07.2 Form of 9⁷/₈% Senior Note due 2007 (Filed herewith).
- 4.08.1 Indenture, dated as of July 7, 1997, with respect to the Company's 10¹/₂% Senior Notes due 2004, between the Company and the Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.03 to the Company's Current Report on Form 8-K filed on July 24, 1997) (File No. 0-16014).
- 4.08.2 Form of 10¹/₂% Senior Note due 2004 (Contained in Exhibit 4.08.1).
- 4.09.1 Indenture, dated as of September 25, 1997, with respect to the Company's 9¹/₄% Senior Notes due 2002, between the Company and the Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on October 21, 1997) (File No. 0-16014).
- 4.09.2 Form of 9¹/₄% Senior Note due 2002 (Contained in Exhibit 4.09.1).
- 4.10.1 Indenture, dated as of January 21, 1998, with respect to the Company's 8³/₈% Senior Notes due 2008, between the Company and the Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on January 28, 1998) (File No. 0-16014).
- 4.10.2 Form of 8³/₈% Senior Note due 2008 (Contained in Exhibit 4.10.1).

- 4.10.3 First Supplemental Indenture, dated as of November 12, 1998, to January 21, 1998 Indenture, with respect to the Company's 8³/₈% Senior Notes due 2008, between the Company and The Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on January 28, 1999) (File No. 0-16014).
- 4.11.1 Indenture, dated as of July 2, 1998, with respect to the Company's 8¹/₈% Senior Notes due 2003, between the Company and the Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on July 23, 1998) (File No. 0-16014)
- 4.11.2 Form of 8¹/₈% Senior Note due 2003 (Contained in Exhibit 4.11.1).
- 4.12.1 Form of Indenture, with respect to the Company's 13% Senior Subordinated Exchange Debentures due 2009, between the Company and the Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.05 to the Company's Current Report on Form 8-K filed on July 24, 1997) (File No. 0-16014).
- 4.12.2 Form of 13% Senior Subordinated Exchange Debenture due 2009 (Filed herewith).
- 4.13.1 Indenture, dated as of January 13, 1999, with respect to the Company's 7¹/₂% Senior Notes due 2004 and 7³/₄% Senior Notes due 2009, between the Company and the Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.03 to the Company's Current Report on Form 8-K filed on January 28, 1999) (File No. 0-16014).
- 4.13.2 Form of 7¹/₂% Senior Note due 2004 (Contained in Exhibit 4.13.1).
- 4.13.3 Form of 7³/₄% Senior Note due 2009 (Contained in Exhibit 4.13.1).
- 4.14.1 Base Indenture, dated as of April 28, 1999, with respect to the Company's Senior Indebtedness, between the Company and The Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on April 30, 1999) (File No. 0-16014).
- 4.14.2 First Supplemental Indenture, dated as of April 28, 1999, to April 28, 1999 Base Indenture, with respect to the Company's 7⁷/₈% Senior Notes due 2009, between the Company and The Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.02 to the Company's Current Report on Form 8-K filed on April 30, 1999) (File No. 0-16014).
- 4.14.3 Form of 7⁷/₈% Senior Note due 2009 (Contained in Exhibit 4.14.2).
- 4.14.4 Second Supplemental Indenture, dated as of November 16, 1999, to April 28, 1999 Base Indenture, with respect to the Company's 9³/₈% Senior Notes due 2009, between Harris Trust Company and the Company (Incorporated herein by reference to Exhibit 4.16 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999) (File No. 0-16014).
- 4.14.5 Form of 9³/₈% Senior Note due 2009 (Contained in Exhibit 4.14.4).
- 4.14.6 Third Supplemental Indenture, dated as of September 20, 2000, with respect to the Company's 10⁷/₈% Senior Notes due 2010, between the Company and The Bank of New York, successor entity by acquisition to Harris Trust Company of New York, as trustee (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on September 29, 2000) (File No. 0-16014).
- 4.14.7 Form of 10⁷/₈% Senior Note due 2010 (Contained in Exhibit 4.14.6).
- 4.14.8 Fourth Supplemental Indenture, dated as of June 12, 2001, with respect to the Company's 10¹/₄% Senior Notes due 2011, between the Company and The Bank of New York, successor entity by acquisition to Harris Trust Company of New York, as trustee (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on June 14, 2001) (File No. 0-16014).
- 4.14.9 Form of 10¹/₄% Senior Note due 2011 (Contained in Exhibit 4.14.8).

- 4.14.10 Fifth Supplemental Indenture dated as of October 25, 2001, with respect to the Company's 10¼% Senior Notes due 2006, between the Company and The Bank of New York, successor entity by acquisition to Harris Trust Company of New York, as trustee (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on October 30, 2001) (File No. 0-16014).
- 4.14.11 Form of 10¼% Senior Note due 2006 (Contained in Exhibit 4.14.10).
- 4.15.1 Base Subordinated Debt Indenture dated as of January 23, 2001, with respect to the Company's Subordinated Debt, between the Company and The Bank of New York, successor entity by acquisition to Harris Trust Company of New York, as trustee (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on January 24, 2001) (File No. 0-16014).
- 4.15.2 First Supplemental Indenture, dated as of January 23, 2001, with respect to the Company's 6% Convertible Subordinated Notes due 2006, between the Company and The Bank of New York, successor entity by acquisition to Harris Trust Company of New York, as trustee (Incorporated herein by reference to Exhibit 4.02 to the Company's Current Report on Form 8-K filed on January 24, 2001) (File No. 0-16014).
- 4.15.3 Form of 6% Convertible Subordinated Note due 2006 (Contained in Exhibit 4.15.2).
- 4.15.4 Second Supplemental Indenture dated as of April 25, 2001, with respect to the Company's 3.25% Convertible Subordinated Notes due 2021, between the Company and The Bank of New York, successor entity by acquisition to Harris Trust Company of New York, as trustee, to Subordinated Debt Indenture dated as of January 23, 2001 (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on May 4, 2001) (File No. 0-16014).
- 4.15.5 Form of 3.25% Convertible Subordinated Note due 2021 (Contained in Exhibit 4.15.4).
- 4.16.1 Promissory Note in favor of Highland 2000, L.P. for the Company's 6% Convertible Subordinated Notes due 2006 (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on February 1, 2002) (File No. 0-16014).
- 4.16.2 Promissory Note in favor of Highland 2000, L.P. for the Company's 3.25% Convertible Subordinated Notes due 2021 (Incorporated herein by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K filed on February 1, 2002) (File No. 0-16014).
- 10.01.1 Management Agreement by and between Olympus Communications, L.P., Olympus Cable Holdings, LLC, Adelphia Holdings 2001, LLC, Highland Video Associates, L.P., Coudersport Television Cable Company and Adelphia Company of Western Connecticut, dated September 28, 2001 (Filed herewith).
- 10.01.2* Management Agreement by and between Praxis Capital Management, LLC and Praxis Capital Partners, LLC dated June 8, 2001 (Filed herewith).
- 10.01.3 Amended and Restated Management Agreement and Joint Venture Agreement of Century/ML Cable Venture dated January 1, 1994, between Century Communications Corp. and ML Media Partners, L.P. (Filed herewith).
- 10.02 Business Opportunity Agreement dated July 1, 1986 among John J. Rigas, Michael J. Rigas, Timothy J. Rigas, James P. Rigas, Daniel Milliard, Dorellenic and the Company (Incorporated herein by reference to Exhibit 10.13 to Amendment No. 3 to the Company's Registration Statement No. 33-6974 on Form S-1/A filed on August 12, 1986).
- 10.03.1 Master Reciprocal Settlement Agreement, dated as of December 3, 2003, between Adelphia Communications Corporation and Adelphia Business Solutions, Inc. (d/b/a TelCove) (Filed herewith).
- 10.03.2 Amendment to the Master Reciprocal Settlement Agreement, dated April 7, 2004, between Adelphia Communications Corporation and Adelphia Business Solutions, Inc. (d/b/a TelCove) (Filed herewith).

- 10.04.1 Global Settlement Agreement, dated February 21, 2004, between Adelphia Communications Corporation and Adelphia Business Solutions, Inc. (d/b/a TelCove) (Filed herewith).
- 10.04.2 Mutual Release Agreement, dated April 2004, between Adelphia Communications Corporation and Adelphia Business Solutions, Inc. (d/b/a TelCove) (Filed herewith).
- 10.04.3 Commercial Services Agreement, dated April 2004, between Adelphia Communications Corporation and Adelphia Business Solutions, Inc. (d/b/a TelCove) (Filed herewith).
- 10.04.4 Amendment No. 1 to the Commercial Services Agreement, dated August 17, 2004, between Adelphia Communications Corporation and Adelphia Business Solutions, Inc. (d/b/a TelCove) (Filed herewith).
- 10.04.5 IP Transport Agreement, dated April 2004, between Adelphia Communications Corporation and Adelphia Business Solutions, Inc. (d/b/a TelCove) (Filed herewith).
- 10.04.6 Conveyance Agreement, dated April 2004, between Adelphia Communications Corporation and Adelphia Business Solutions, Inc. (d/b/a TelCove) (Filed herewith).
- 10.05 Leveraged Recapitalization Agreement by and among Century/ML Cable Venture, ML Media Partners, L.P., Century Communications Corp., Adelphia Communications Corporation, and Highland, dated as of December 13, 2001 (Filed herewith).
- 10.06.1* Terms and Conditions of Employment between William T. Schleyer and Adelphia Communications Corporation, dated January 17, 2003 (Incorporated herein by reference to Exhibit 10.06 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 10.06.2* Amendment No. 1 to the Terms and Conditions of Employment between William T. Schleyer and Adelphia Communications Corporation, dated as of February 21, 2003 (Incorporated herein by reference to Exhibit 10.07 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 10.06.3* Revised Amendment No. 2 to the Terms and Conditions of Employment between William T. Schleyer and Adelphia Communications Corporation, dated as of March 10, 2003 (Incorporated herein by reference to Exhibit 10.08 to the Company's Current Report on Form 8-K filed on March 12, 2003) (File No. 0-16014).
- 10.07.1* Employment between Ron Cooper and Adelphia Communications Corporation, dated January 17, 2003 (Incorporated herein by reference to Exhibit 10.09 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 10.07.2* Amendment No. 1 to the Terms and Conditions of Employment between Ron Cooper and Adelphia Communications Corporation, dated as of February 21, 2003 (Incorporated herein by reference to Exhibit 10.10 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 10.08* Employment Agreement between Vanessa Wittman and Adelphia Communications Corporation, dated May 8, 2003 (Filed herewith).
- 10.09* Amended and Restated Employment Agreement between Robert Wahl and Adelphia Communications Corporation, dated November 10, 2004 (Filed herewith).
- 10.10* Amended and Restated Employment Agreement between Joseph Bagan and Adelphia Communications Corporation, dated November 1, 2004 (Filed herewith).
- 10.11* Letter Agreement, dated May 21, 2002, confirming the engagement of Conway, Del Genio, Gries & Co., LLC by Adelphia Communications Corporation (Incorporated herein by reference to Exhibit 10.11 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).

- 10.12.1 Olympus Communications, L.P. Second Amended and Restated Limited Partnership Agreement, dated as of February 28, 1995 (Incorporated herein by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1995) (File No. 0-16014).
- 10.12.2 First Amendment to the Olympus Communications, L.P. Second Amended and Restated Limited Partnership Agreement, dated September 1, 1995 (Incorporated herein by reference to Exhibit 10.33 to the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 1996) (File No. 0-16014).
- 10.12.3 First Amendment to the Olympus Communications, L.P. Second Amended and Restated Limited Partnership Agreement, dated March 29, 1996 (Incorporated herein by reference to Exhibit 10.34 to the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 1996) (File No. 0-16014).
- 10.12.4 Second Amendment to the Olympus Communications, L.P. Second Amended and Restated Limited Partnership Agreement, dated June 27, 1996 (Incorporated herein by reference to Exhibit 10.35 to the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 1996) (File No. 0-16014).
- 10.12.5 Third Amendment to the Olympus Communications, L.P. Second Amended and Restated Limited Partnership Agreement, dated October 1, 1999 (Incorporated herein by reference to Exhibit 3.8 to Olympus' Annual Report on Form 10-K for the fiscal year ended December 31, 1999) (File No. 333-19327).
- 10.13.1 Agreement of Limited Partnership of Century-TCI California Communications, L.P., dated as of December 7, 1999 (Incorporated herein by reference to Exhibit 10.115 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999) (File No. 0-16014).
- 10.13.2 Amendment to the Agreement of Limited Partnership of Century-TCI California Communications, L.P., dated June 25, 2002 (Filed herewith).
- 10.13.3 Second Amendment to the Agreement of Limited Partnership of Century-TCI California Communications, L.P., dated September 30, 2004 (Filed herewith).
- 10.14.1 Agreement of Limited Partnership of Parnassos Communications, L.P., dated as of December 30, 1998 (Filed herewith).
- 10.14.2 Amendment to the Agreement of Limited Partnership of Parnassos Communications, L.P., dated June 25, 2002 (Filed herewith).
- 10.14.3 Second Amendment to the Agreement of Limited Partnership of Parnassos Communications, L.P., dated September 30, 2004 (Filed herewith).
- 10.15.1 Warrant Agreement dated as of April 15, 1996, by and among Hyperion Telecommunications, Inc. (now known as Adelphia Business Solutions) and Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 10.13 to Hyperion Telecommunications, Inc.'s Registration Statement No. 333-06957 on Form S-4 filed on June 27, 1996).
- 10.15.2 Warrant issued by Hyperion Telecommunications, Inc. to MCI dated May 8, 1998 (Incorporated herein by reference to Exhibit 10.03 to Hyperion Telecommunications, Inc.'s Current Report on Form 8-K filed on June 24, 1998) (File No. 0-21605).
- 10.15.3 Warrant issued by Hyperion Telecommunications, Inc. to the Company dated June 5, 1998 (Incorporated herein by reference to Exhibit 10.04 to Hyperion Telecommunications, Inc.'s Current Report on Form 8-K filed on June 24, 1998) (File No. 0-21605).

- 10.16.1* Hyperion Telecommunications, Inc. 1996 Long-Term Incentive Compensation Plan (Incorporated herein by reference to Exhibit 10.17 to Hyperion Telecommunications, Inc.'s Amended Registration Statement No. 333-13663 on Form S-1/A filed on October 31, 1996).
- 10.16.2* Adelphia Communications Corporation 1998 Long Term Incentive Compensation Plan, as amended through August 7, 2001 (Incorporated herein by reference to Appendix C to the Company's Proxy Statement for the Annual Meeting of Stockholders on August 7, 2001) (File No. 0-16014).
- 10.16.3 1994 Stock Option Plan of Century (Incorporated herein by reference to Exhibit 10(v) (3) to Century's Annual Report on Form 10-K for the fiscal year ended May 31, 1995) (File No. 0-16899).
- 10.16.4 Century Communications Corp. 1993 Non-Employee Directors' Stock Option Plan (Filed herewith).
- 10.16.5* Form of Adelphia Communications Corporation 2001 Outside Director Nonstatutory Stock Option Agreement (Filed herewith).
- 10.16.6* Form of Adelphia Communications Corporation Nonstatutory Stock Option Agreement (Filed herewith).
- 10.16.7* Adelphia Communications Corporation and Hyperion Telecommunications Corporation Executive Performance Share Compensation Plan (Filed herewith).
- 10.16.8* Adelphia Communications Corporation Key Employee Continuity Program (Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 5, 2004) (File No. 0-16014).
- 10.16.9* Adelphia Communications Corporation Sale Bonus Program (Incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 5, 2004) (File No. 0-16014).
- 10.16.10* Adelphia Communications Corporation Performance Retention Plan (Filed herewith).
- 10.16.11* Amended and Restated Adelphia Communications Corporation Performance Retention Plan (Filed herewith).
- 10.16.12* Form of Performance Retention Plan Grant Letter (Filed herewith).
- 10.16.13* Amended and Restated Adelphia Communications Corporation Severance Plan/Summary Plan Description (Filed herewith).
- 10.16.14* Adelphia Communications Corporation 2003 Short-Term Incentive Plan Summary (Filed herewith).
- 10.17 Extension Agreement dated as of January 8, 1997, among Hyperion Telecommunications, Inc., Adelphia Communications Corporation, Charles R. Drenning, Paul D. Fajerski, Randolph S. Fowler, and six Trusts named therein (Incorporated herein by reference to Exhibit 10.04 to the Company's Current Report on Form 8-K dated May 1, 1997) (File No. 0-16014).
- 10.18.1 Purchase Agreement between the Company and Highland Holdings II dated January 11, 1999, regarding the Company's Class A Common Stock (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed January 13, 1999) (File No. 0-16014).
- 10.18.2 Stock Purchase Agreement between the Company and Mayberry Investments, Inc., dated January 28, 1999, regarding the Company's Class A Common Stock and Series C Convertible Preferred Stock (Incorporated herein by reference to Exhibit 13 to Amendment No. 3 to the Schedule 13D filed, on behalf of FPL Group, Inc., on February 8, 1999).
- 10.18.3 Purchase Agreement between Hyperion Telecommunications, Inc. and the Initial Purchasers named therein, dated as of February 25, 1999, regarding Hyperion Telecommunications Inc.'s 12% Senior Subordinated Notes due 2007 (Incorporated herein by reference to Exhibit 10.03 to the Company's Current Report on Form 8-K filed on March 10, 1999) (File No. 0-16014).

- 10.18.4 Purchase Agreement between Hyperion Telecommunications, Inc. and Highland Holdings, dated as of February 25, 1999, regarding Hyperion Telecommunications Inc.'s 12% Senior Subordinated Notes due 2007 (Incorporated herein by reference to Exhibit 10.05 to the Company's Current Report on Form 8-K filed on March 10, 1999) (File No. 0-16014).
- 10.18.5 Class B Common Stock Purchase Letter Agreement dated April 9, 1999 between Adelphia Communications Corporation and Highland Holdings (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on April 19, 1999) (File No. 0-16014).
- 10.18.6 Purchase Agreement dated as of July 12, 1999, between Adelphia and Citizens Cable Company (Incorporated herein by reference to Exhibit 10.03 to the Company's Current Report on Form 8-K filed on August 12, 1999) (File No. 0-16014).
- 10.18.7 Stock Purchase Agreement dated October 1, 1999 between the Company and Highland Holdings regarding the Company's Class B Common Stock (Incorporated herein by reference to Exhibit 10.01 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999) (File No. 0-16014).
- 10.18.8 Stock Purchase Agreement dated November 23, 1999 between Adelphia Business Solutions and the Company regarding the Company's Class B Common Stock (Incorporated herein by reference to Exhibit 10.01 to Adelphia Business Solutions' Current Report on Form 8-K filed on December 1, 1999) (File No. 0-21605).
- 10.18.9 Purchase Agreement dated as of January 17, 2001 between Highland 2000, L.P. and the Company regarding Class B Common Stock (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on January 24, 2001) (File No. 0-16014).
- 10.18.10 Purchase Agreement dated as of January 17, 2001 between Highland 2000, L.P. and the Company regarding 6% convertible subordinated notes due 2006 (Incorporated herein by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K filed on January 24, 2001) (File No. 0-16014).
- 10.18.11 Purchase Agreement, dated April 19, 2001, between the Company and Highland 2000, L.P. dated April 19, 2001 regarding 3.25% convertible subordinated notes due 2021 (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on May 4, 2001) (File No. 0-16014).
- 10.18.12 Purchase Agreement between the Company and Highland 2000, L.P. dated November 9, 2001, regarding the Class B Common Stock of the Company (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on November 16, 2001) (File No. 0-16014).
- 10.18.13 Purchase Agreement between the Company and Highland 2000, L.P. dated November 9, 2001, regarding the 7.5% Series E Mandatory Convertible Preferred Stock of the Company (Incorporated herein by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K filed on November 16, 2001) (File No. 0-16014).
- 10.19 Credit Agreement, dated as of December 30, 1998, among Parnassos, L.P. as the Borrower, various financial institutions as the Lenders, the Bank of Nova Scotia as the Administrative Agent, Nationsbank, N.A. as the Documentation Agent, and TD Securities (USA) Inc. as the Syndication Agent (Incorporated herein by reference to Exhibit 10.03 to the Company's Current Report on Form 8-K filed January 28, 1999) (File No. 0-16014).
- 10.20 Credit Agreement dated May 6, 1999 among Hilton Head Communications, L.P., UCA Corp., UCA LLC, National Cable Acquisition Associates, L.P., Grand Island Cable, Inc., SVHH Cable Acquisition, L.P., Tele-Media Company of Hopewell-Prince George, each other person permitted or required to become a borrower, and each of the Financial Institutions from time to time party thereto (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K for the event dated September 17, 1999) (File No. 0-16014).

- 10.21.1 Second Amended and Restated Credit Agreement dated December 19, 1997 among FrontierVision Operating Partners, L.P. and each of the financial institutions from time to time party thereto (Incorporated herein by reference to Exhibit 10.18 to FrontierVision Holdings, L.P.'s and FrontierVision Holdings Capital Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, File No. 333-9535).
- 10.21.2 Amendment No. 1 dated October 7, 1998 to the Second Amended and Restated Credit Agreement dated December 19, 1997 among FrontierVision Operating Partners, L.P. and each of the financial institutions from time to time party thereto (Filed herewith).
- 10.21.3 Amendment No. 2 dated July 15, 1999 to the Second Amended and Restated Credit Agreement dated December 19, 1997 among FrontierVision Operating Partners, L.P. and each of the financial institutions from time to time party thereto (Incorporated herein by reference to Exhibit 10.21 to FrontierVision Holdings, L.P.'s Annual Report on Form 10-K for the year ended December 31, 1999) (File No. 333-36519).
- 10.21.4 Amendment No. 3 dated March 2, 2001 to the Second Amended and Restated Credit Agreement dated December 19, 1997 among FrontierVision Operating Partners, L.P. and each of the financial institutions from time to time party thereto (Incorporated herein by reference to Exhibit 10.7 to FrontierVision Holdings, L.P.'s Annual Report on Form 10-K for the year ended December 31, 2000) (File No. 333-36519).
- 10.22 Credit Agreement dated as of April 15, 1997 among Citizens Century Cable Television Venture, Societe Generale, as Agent, and Bank of America, National Trust and Savings Association, as Syndication Agent, Corestates Bank, N.A., The First National Bank of Boston, LTCB Trust Company, and PNC Bank, National Association, as Co-Agents, and each of the bank parties thereto (Incorporated herein by reference to Exhibit 10.41 to Century's Annual Report on Form 10-K for the fiscal year ended May 31, 1997) (File No. 0-16899).
- 10.23 Credit Agreement dated as of December 3, 1999 among Century-TCI California, L.P., Certain Lenders, Societe Generale and Deutsche Bank Securities Inc., as Co-Syndication Agents, Salomon Smith Barney Inc., as Lead Arranger and Sole Book Manager, Mellon Bank, N.A., as Documentation Agent, and Citibank, N.A., as Administrative Agent (Incorporated herein by reference to Exhibit 10.116 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999) (File No. 0-16014).
- 10.24 Revolving Credit and Term Loan Agreement dated as of October 5, 1999, among Harron Communications Corp, the Subsidiary Guarantors named therein, and the Agents and Lenders named therein (Incorporated herein by reference to Exhibit 10.119 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999) (File No. 0-16014).
- 10.25 Credit Agreement dated as of April 14, 2000, among Century Cable Holdings, LLC, Ft. Myers Cablevision, LLC, Highland Prestige Georgia, Inc., and each of the financial institutions from time to time party thereto (Incorporated herein by reference to Exhibit 10.01 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000) (File No. 0-16014).
- 10.26 Credit Agreement dated as of September 28, 2001 among Olympus Cable Holdings, LLC, Adelphia Company of Western Connecticut, Highland Video Associates, L.P., Coudersport Television Cable Company, Adelphia Holdings 2001, LLC, and each of the financial institutions from time to time party thereto (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on October 12, 2001) (File No. 0-16014).

- 10.27.1 Credit and Guaranty Agreement (the "Initial DIP Credit Agreement"), dated as of June 25, 2002, among UCA LLC, Century Cable Holdings, LLC, Century-TCI California, L.P., Olympus Cable Holdings, LLC, Parnassos, L.P., FrontierVision Operating Partners, L.P. and ACC Investment Holdings, Inc., as Borrowers, the Guarantors listed therein, each of the Financial Institutions from time to time party thereto, JPMorgan Chase Bank, as Administrative Agent, Citicorp USA, Inc., as Syndication Agent, J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as Joint Bookrunners and Co-Lead Arrangers, Citicorp USA, Inc., as Collateral Agent, Wachovia Bank, N.A., as Co-Syndication Agent, and The Bank of Nova Scotia, Fleet National Bank, Bank of America, N.A. and General Electric Capital Corporation, as Co-Documentation Agents (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on July 9, 2002) (File No. 0-16014).
- 10.27.2 Security and Pledge Agreement, dated as of June 25, 2002, among each of the loan parties named therein and Citicorp USA, Inc., as Collateral Agent (Filed herewith).
- 10.27.3 Amendment No. 1, dated as of August 9, 2002, to the Initial DIP Credit Agreement (Filed herewith).
- 10.28.1 Amended and Restated Credit and Guaranty Agreement (the "Amended and Restated DIP Credit Agreement"), dated as of August 26, 2002, among UCA LLC, Century Cable Holdings, LLC, Century-TCI California, L.P., Olympus Cable Holdings, LLC, Parnassos, L.P., FrontierVision Operating Partners, L.P., ACC Investment Holdings, Inc., Arahova Communications, Inc. and Adelphia California Cablevision, LLC, as Borrowers, the Guarantors listed therein, each of the Financial Institutions from time to time party thereto, JPMorgan Chase Bank, as Administrative Agent, Citicorp USA, Inc., as Syndication Agent, J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as Joint Bookrunners and Co-Lead Arrangers, Citicorp USA, Inc., as Collateral Agent, Wachovia Bank, N.A., as Co-Syndication Agent, and The Bank of Nova Scotia, Fleet National Bank, Bank of America, N.A. and General Electric Capital Corporation, as Co-Documentation Agents (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on September 3, 2002) (File No. 0-16014).
- 10.28.2 Amended and Restated Security and Pledge Agreement, dated as of August 26, 2002, among each of the loan parties named therein and Citicorp USA, Inc., as Collateral Agent (Incorporated herein by reference to Exhibit 10.05 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 10.28.3 Amendment No. 1 and Waiver, dated as of October 30, 2002, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 10.28.4 Amendment No. 2, dated as of October 23, 2002, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 10.28.5 Amendment No. 3, dated as of December 16, 2002, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.03 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 10.28.6 Amendment No. 4 and Waiver No. 6, dated as of February 13, 2003, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.04 to the Company's Current Report on Form 8-K filed on March 5, 2003) (File No. 0-16014).
- 10.28.7 Amendment No. 5, dated as of April 14, 2003, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on June 20, 2003) (File No. 0-16014).
- 10.28.8 Amendment No. 6 and Waiver, dated as of May 7, 2003, under the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K filed on June 20, 2003) (File No. 0-16014).

- 10.28.9 Amendment No. 7, dated as of May 27, 2003, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.03 to the Company's Current Report on Form 8-K filed on June 20, 2003) (File No. 0-16014).
- 10.28.10 Covenant Addendum, dated as of May 27, 2003, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.04 to the Company's Current Report on Form 8-K filed on June 20, 2003) (File No. 0-16014).
- 10.28.11 Amendment No. 8, dated as of September 12, 2003, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 29, 2003) (File No. 0-16014).
- 10.28.12 Amendment No. 9, dated as of October 10, 2003, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 27, 2003) (File No. 0-16014).
- 10.28.13 Amendment No. 10, dated as of December 5, 2003, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 5, 2004) (File No. 0-16014).
- 10.28.14 Amendment No. 11, dated as of December 18, 2003, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 5, 2004) (File No. 0-16014).
- 10.28.15 Amendment No. 12, dated as of February 3, 2004, to the Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 26, 2004) (File No. 0-16014).
- 10.28.16 Amendment No. 13, dated as of March 17, 2004, to the Amended and Restated DIP Credit Agreement (Filed herewith) (Confidential treatment requested with respect to certain information).
- 10.29.1 Second Amended and Restated Credit and Guaranty Agreement (the "Second Amended and Restated DIP Credit Agreement"), dated as of May 10, 2004, among UCA LLC, Century Cable Holdings, LLC, Century-TCI California, L.P., Olympus Cable Holdings, LLC, Parnassos, L.P., FrontierVision Operating Partners, L.P., ACC Investment Holdings, Inc., Arahova Communications, Inc. and Adelphia California Cablevision, LLC, as Borrowers, the Guarantors listed therein, each of the Financial Institutions from time to time party thereto, JPMorgan Chase Bank, as Administrative Agent, Citigroup Global Markets Inc., as Syndication Agent, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as Joint Bookrunners and Co-Lead Arrangers, Citicorp North America, Inc., as Collateral Agent, Wachovia Bank, N.A., as Co-Syndication Agent, and The Bank of Nova Scotia, Bank of America, N.A. and General Electric Capital Corporation, as Co-Documentation Agents (Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 12, 2004) (File No. 0-16014).
- 10.29.2 Amendment No. 1, dated as of May 10, 2004, to the Amended and Restated Security and Pledge Agreement, dated as of August 26, 2002, among each of the loan parties named therein and Citicorp North America, Inc. as Collateral Agent (Incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on May 12, 2004) (File No. 0-16014).
- 10.29.3 Amendment No. 1 and Waiver, dated as of July 21, 2004, to the Second Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 21, 2004) (File No. 0-16014).
- 10.29.4 Amendment No. 2, dated as of September 24, 2004, to Second Amended and Restated DIP Credit Agreement (Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 24, 2004) (File No. 0-16014).

- 10.30.1 Pledge Agreement between Hyperion Telecommunications, Inc. and the Bank of Montreal Trust Company as Collateral Agent, dated as of August 27, 1997 (Incorporated herein by reference to Exhibit 4.03 to Hyperion Telecommunications, Inc.'s Current Report on Form 8-K filed on September 15, 1997) (File No. 0-21605).
- 10.30.2 Pledge, Escrow and Disbursement Agreement, between Hyperion Telecommunications, Inc. and the Bank of Montreal Trust Company dated as of August 27, 1997 (Incorporated herein by reference to Exhibit 4.05 to Hyperion Telecommunications, Inc.'s Current Report on Form 8-K filed on September 15, 1997) (File No. 0-21605).
- 10.31 Tag-Along Rights Agreement dated as of July 12, 1999, among Adelphia, the Century Class B Holders, Ms. Claire Tow and the holders of Adelphia Class B Common Stock named therein (Incorporated herein by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K filed on August 12, 1999) (File No. 0-16014).
- 10.32 Redemption Agreement dated as of October 1, 1999 between Olympus Communications, LP and Cable GP, Inc. (Incorporated by reference herein to Exhibit 10.6 to Olympus' Annual Report on Form 10-K for the fiscal year ended December 31, 1999) (File No. 333-19327).
- 10.33.1 Indenture dated as of March 2, 1999, with respect to Hyperion Telecommunications, Inc. 12% Senior Subordinated Notes due 2007, between Hyperion Telecommunications, Inc. and the Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on March 10, 1999) (File No. 0-16014).
- 10.33.2 Form of 12% Senior Subordinated Notes due 2007 (Contained in Exhibit 10.33.1).
- 10.34.1 Indenture, dated as of April 15, 1996, with respect to Hyperion Telecommunications, Inc.'s 13% Series A Senior Discount Notes due 2003 and 13% Series B Senior Discount Notes due 2003, between Hyperion Telecommunications, Inc. and Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.1 to Hyperion Telecommunications, Inc.'s Registration Statement No. 333-06957 on Form S-4 filed on June 27, 1996).
- 10.34.2 Form of 13% Senior Discount Notes due 2003 (Contained in Exhibit 10.34.1).
- 10.34.3 First Supplemental Indenture, dated as of September 12, 1996, with respect to Hyperion Telecommunications, Inc.'s 13% Series A Senior Discount Notes due 2003 and 13% Series B Senior Discount Notes due 2003, between Hyperion Telecommunications, Inc. and Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.2 to Hyperion Telecommunications, Inc.'s Registration Statement No. 333-12619 on Form S-1).
- 10.34.4 Second Supplemental Indenture, dated as of August 27, 1997, with respect to Hyperion Telecommunications, Inc.'s 13% Series A Senior Discount Notes due 2003 and 13% Series B Senior Discount Notes due 2003, between Hyperion Telecommunications, Inc. and the Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.06 to Hyperion Telecommunications, Inc.'s Current Report on Form 8-K filed on September 15, 1997) (File No. 0-21605).
- 10.35.1 Indenture, dated as of November 12, 1996, with respect to Olympus Communications, L.P. and Olympus Capital Corporation's 10⁵/₈% Senior Notes due 2006, between Olympus Communications, L.P., Olympus Capital Corporation and Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K filed on December 16, 1996) (File No. 0-16014).
- 10.35.2 Form of 10⁵/₈% Senior Note due 2006 (Contained in Exhibit 10.35.1).
- 10.36.1 Indenture, dated as of August 27, 1997, with respect to Hyperion Telecommunications, Inc. 12¹/₄% Senior Secured Notes due 2004, between Hyperion Telecommunications, Inc. and the Bank of Montreal Trust Company (Incorporated herein by reference to Exhibit 4.01 to Hyperion Telecommunications, Inc.'s Current Report on Form 8-K filed on September 15, 1997) (File No. 0-21605).

- 10.36.2 Form of 12¼% Senior Secured Note due 2004 (Contained in Exhibit 10.36.1).
- 10.37.1 Indenture dated as of October 7, 1996, with respect to certain 11% Senior Subordinated Notes due 2006, among FrontierVision Operating Partners, L.P., FrontierVision Capital Corporation and Colorado National Bank, as Trustee (Incorporated herein by reference to Exhibit 4.1 to FrontierVision Operating Partners, L.P.'s and FrontierVision Capital Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996, File No. 333-09535).
- 10.37.2 Form of 11% Senior Subordinated Note due 2006 (Contained in Exhibit 10.37.1).
- 10.38.1 Indenture dated as of September 19, 1997, with respect to certain 11⁷/₈% Senior Discount Notes due 2007, among FrontierVision Holdings, L.P., FrontierVision Holdings Capital Corporation and U.S. Bank National Association d/b/a Colorado National Bank, as Trustee (Incorporated herein by reference to Exhibit 4.2 to FrontierVision Holdings, L.P.'s and FrontierVision Holdings Capital Corporation's Registration Statement No. 333-36519 on Form S-4 filed on September 26, 1997).
- 10.38.2 Form of 11⁷/₈% Senior Discount Note due 2007 (Contained in Exhibit 10.38.1).
- 10.39.1 Indenture dated as of December 9, 1998, with respect to Series B 11⁷/₈% Senior Discount Notes due 2007, among FrontierVision Holdings, L.P., FrontierVision Holdings Capital II Corporation and U.S. Bank National Association, as Trustee (Incorporated herein by reference to Exhibit 4.5 to FrontierVision Holdings, L.P.'s and FrontierVision Holdings Capital II Corporation's Registration Statement No. 333-75567 on Form S-4 filed on April 2, 1999).
- 10.39.2 Form of 11⁷/₈% Series B Senior Discount Note due 2007 (Contained in Exhibit 10.39.1).
- 10.40.1 Indenture, dated as of October 15, 1991, by and between Century and the Bank of Montreal Trust Company, as Trustee (Incorporated herein by reference to Exhibit 4.2 to Amendment No. 2 to Century's Registration Statement on Form S-3/A filed on March 1, 1991) (File No. 33-33787).
- 10.40.2 First Supplemental Indenture, dated as of October 15, 1991, with respect to Century's 11⁷/₈% Senior Subordinated Debentures due 2003, by and between Century and the Bank of Montreal Trust Company, as Trustee (Incorporated herein by reference to Exhibit 7(2) to Century's Current Report on Form 8-K filed on October 22, 1991) (File No. 0-16899).
- 10.40.3 Form of 11⁷/₈% Senior Subordinated Debenture due 2003 (Contained in Exhibit 10.40.2).
- 10.41.1 Indenture, dated as of February 15, 1992, by and between Century and the Bank of America National Trust and Savings Association, as Trustee (Incorporated herein by reference to Exhibit 4.1 to Amendment No. 2 to Century's Registration Statement on Form S-3/A filed on March 1, 1991) (File No. 33-33787).
- 10.41.2 First Supplemental Indenture, dated as of February 15, 1992, with respect to Century's 9¾% Senior Notes due 2002, by and between Century and the Bank of America National Trust and Savings Association, as Trustee (Incorporated herein by reference to Exhibit 4(t) to Century's Annual Report on Form 10-K for the fiscal year ended May 31, 1992) (File No. 0-16899).
- 10.41.3 Form of Century Communications Corp. 9¾% Senior Note due 2002 (Filed herewith).
- 10.41.4 Second Supplemental Indenture, dated as of August 15, 1992, with respect to Century's 9½% Senior Notes due 2000, by and between Century and Bank of America National Trust and Savings Association, as Trustee (Incorporated herein by reference to Exhibit 4(u) to Century's Annual Report on Form 10-K for the fiscal year ended May 31, 1992) (File No. 0-16899).
- 10.41.5 Form of Century Communications Corp. 9½% Senior Note due 2000 (Contained in Exhibit 10.41.4).

- 10.41.6 Third Supplemental Indenture, dated as of April 1, 1993, with respect to Century's Senior Discount Notes due 2003, by and between Century and Bank of America National Trust and Savings Association, as Trustee (Incorporated herein by reference to Exhibit 4(v) to Century's Annual Report on Form 10-K for the fiscal year ended May 31, 1993) (File No. 0-16899).
- 10.41.7 Form of Senior Discount Note due 2003 (Contained in Exhibit 10.41.6).
- 10.41.8 Fourth Supplemental Indenture, dated as of March 6, 1995, with respect to Century's 9½% Senior Notes due 2005, by and between Century and Bank of America National Trust and Savings Association, as Trustee (Incorporated herein by reference to Exhibit 4(w) to Century's Annual Report on Form 10-K for the fiscal year ended May 31, 1995) (File No. 0-16899).
- 10.41.9 Form of Century Communications Corp. 9½% Senior Note due 2005 (Filed herewith).
- 10.41.10 Fifth Supplemental Indenture, dated as of January 23, 1997, with respect to Century's 8⁷/₈% Senior Notes due 2007, by and between Century and First Trust of California, National Association, successor trustee to Bank of America National Trust and Savings Association, as Trustee (Incorporated herein by reference to Exhibit 4.10 to Century's Annual Report on Form 10-K for the fiscal year ended May 31, 1997) (File No. 0-16899).
- 10.41.11 Form of Century Communications Corp. 8⁷/₈% Senior Note due 2007 (Filed herewith).
- 10.41.12 Sixth Supplemental Indenture, dated as of September 29, 1997, with respect to Century's 8¾% Senior Notes due 2007, between Century and First Trust of California, National Association, successor trustee to Bank of America National Trust and Savings Association, as Trustee (Incorporated herein by reference to Exhibit 10.2 to Century's Quarterly Report on Form 10-Q for the quarter ended August 31, 1997) (File No. 0-16899).
- 10.41.13 Form of 8¾% Senior Note due 2007 (Contained in Exhibit 10.41.12).
- 10.41.14 Seventh Supplemental Indenture dated as of November 13, 1997, with respect to Century's 8³/₈% Senior Notes due 2017, between Century and First Trust of California, National Association, successor trustee to Bank of America National Trust and Savings Association, as Trustee (Incorporated herein by reference to Exhibit 4.1 to Century's Quarterly Report on Form 10-Q for the quarter ended November 30, 1997) (File No. 0-16899).
- 10.41.15 Form of Century Communications Corp. 8³/₈% Senior Note due 2017 (Filed herewith).
- 10.41.16 Eighth Supplemental Indenture dated as of December 10, 1997, with respect to Century's 8³/₈% Senior Notes due 2007 between Century and First Trust of California, National Association, successor trustee to Bank of America National Trust and Savings Association, as Trustee (Incorporated herein by reference to Exhibit 4.13 to Century's Annual Report on Form 10-K for the fiscal year ended May 31, 1999) (File No. 0-16899).
- 10.41.17 Form of Century Communications Corp. 8³/₈% Senior Note due 2007 (Filed herewith).
- 10.41.18 Ninth Supplemental Indenture, dated as of October 1, 1999 between Arahova Communications, Inc. and U.S. Bank Trust National Association, successor trustee to Bank of America National Trust and Savings Association, to the Indenture, dated as of February 15, 1992 between Century Communications Corp. and the U.S. Bank Trust National Association (Incorporated herein by reference to Exhibit 4.01 to Arahova's Quarterly Report on Form 10-Q for the quarter ended August 31, 1999) (File No. 0-16899).
- 10.42.1 Indenture, dated as of January 15, 1998, with respect to Century's Senior Discount Notes due 2008, between Century and First Trust of California, National Association, as Trustee (Incorporated herein by reference to Exhibit 4 to Century's Registration Statement on Form S-4 filed on March 2, 1998) (File No. 333-47161).
- 10.42.2 Form of Series A Senior Discount Note due 2008 (Contained in Exhibit 10.42.1).

- 10.42.3 Form of Series B Senior Discount Note due 2008 (Contained in Exhibit 10.42.1).
- 10.42.4 First Supplemental Indenture, dated as of October 1, 1999 between Arahova Communications, Inc. and U.S. Bank Trust National Association, to the Indenture, dated as of January 15, 1998 between Century Communications Corp. and the U.S. Bank Trust National Association (Incorporated herein by reference to Exhibit 4.02 to Arahova's Quarterly Report on Form 10-Q for the quarter ended August 31, 1999) (File No. 0-16899).
- 10.43 Agreement and Plan of Reorganization dated as of December 8, 1999, by and among Cablevision of the Midwest, Inc., Cablevision of the Midwest Holding Co., Inc. Adelphia General Holdings II, Inc. and the Company (Incorporated herein by reference to Exhibit 10.117 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999) (File No. 0-16014).
- 10.44.1* Indemnification Agreement, entered into as of January 17, 2003, between Adelphia Communications Corporation and William T. Schleyer (Filed herewith).
- 10.44.2* Indemnification Agreement, entered into as of January 17, 2003, between Adelphia Communications Corporation and Ronald Cooper (Filed herewith).
- 10.44.3* Form of Indemnification Agreement for Independent Directors between Adelphia Communications Corporation and each of the independent directors (Filed herewith).
- 10.45.1 Class B Common Stockholders' Agreement dated July 1, 1986 among John J. Rigas, Michael J. Rigas, Timothy J. Rigas, James P. Rigas, Daniel Milliard, Dorellenic and the Company (Incorporated herein by reference to Exhibit 10.01 to Amendment No. 2 to the Company's Registration Statement No. 33-6974 on Form S-1/A filed on August 5, 1986).
- 10.45.2 Joinder to Class B Common Stockholders' Agreement (Incorporated herein by reference to Exhibit 10.02 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1994) (File No. 0-16014).
- 10.46.1 Class B Voting Agreement, dated as of March 5, 1999, among Adelphia Communications Corporation, Leonard Tow, The Claire Tow Trust, and the Trust Created by Claire Tow under date of December 10, 1979 (Incorporated herein by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed on March 10, 1999) (File No. 0-16014).
- 10.46.2 Rigas Class B Voting Agreement, dated as of March 5, 1999, among Century Communications Corp., John J. Rigas, Michael J. Rigas, Timothy J. Rigas and James P. Rigas (Incorporated herein by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K filed on March 10, 1999) (File No. 0-16014).
- 14.1 Code of Business Conduct and Ethics of Adelphia Communications Corporation (Filed herewith).
- 16.1 Letter regarding change in certifying accountant (Incorporated herein by reference to Exhibit 16.01 to the Company's Amended Current Report on Form 8-K/A filed on July 1, 2002) (File No. 0-16014).
- 21.1 Subsidiaries of Adelphia Communications Corporation (Filed herewith).
- 31.1 Certification of CEO pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended (Filed herewith).
- 31.2 Certification of CFO pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended (Filed herewith).
- 32.1 Certification of CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
- 32.2 Certification of CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith).

- 99.1* Agreement, dated May 23, 2002, between the Company and the Rigas Parties (Incorporated herein by reference to Exhibit 99.01 to the Company's Current Report on Form 8-K filed on May 24, 2002) (File No. 0-16014).
- 99.2.1 Amended and Restated Commitment Letter dated March 24, 2004 among Adelphia Communications Corporation and JPMorgan Chase Bank, J.P. Morgan Securities Inc., Credit Suisse First Boston, acting through its Cayman Islands Branch, Citicorp North America, Inc., Citigroup Global Markets Inc., Deutsche Bank AG Cayman Islands Branch and Deutsche Bank Securities Inc. (Incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on March 24, 2004) (File No. 0-16014).
- 99.2.2 Amendment of Amended and Restated Commitment Letter, dated June 1, 2004, among Adelphia Communications Corporation and JPMorgan Chase Bank, J.P. Morgan Securities Inc., Credit Suisse First Boston, acting through its Cayman Islands Branch, Citicorp North America, Inc., Citigroup Global Markets Inc., Deutsche Bank AG Cayman Islands Branch and Deutsche Bank Securities Inc. (Incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on June 3, 2004) (File No. 0-16014).
- 99.2.3 Amendment No. 2 of Amended and Restated Commitment Letter, dated June 28, 2004, among Adelphia Communications Corporation and JPMorgan Chase Bank, J.P. Morgan Securities Inc., Credit Suisse First Boston, acting through its Cayman Islands Branch, Citicorp North America, Inc., Citigroup Global Markets Inc., Deutsche Bank AG Cayman Islands Branch and Deutsche Bank Securities Inc. (Incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on June 29, 2004) (File No. 0-16014).

* Denotes a management contract or a compensatory plan or arrangement required to be identified by Item 15(a) (3) of Form 10-K.

The Company will furnish to the Commission upon request copies of instruments not filed herewith which authorize the issuance of long-term obligations of the Company or its subsidiaries not in excess of 10% of the Company's total assets on a consolidated basis.

CONSOLIDATED FINANCIAL STATEMENTS

See page 90 of this Annual Report for an index to the consolidated financial statements.

FINANCIAL STATEMENT SCHEDULES

The following financial statement schedules are included in this Annual Report:

- Condensed Balance Sheets of Adelphia Communications Corporation for the fiscal years ended December 31, 2003, 2002 and 2001
- Condensed Statements of Operations of Adelphia Communications Corporation for the fiscal years ended December 31, 2003, 2002 and 2001
- Condensed Statements of Cash Flows of Adelphia Communications Corporation for the fiscal years ended December 31, 2003, 2002 and 2001
- Valuation and Qualifying Accounts of Adelphia Communications Corporation and subsidiaries for the fiscal years ended December 31, 2003, 2002 and 2001

REPORTS ON FORM 8-K

As stated above, through May 2002, the Company was controlled by the Rigas Family. Since that time, Adelphia has made an effort to inform the public of significant changes and events involving Adelphia by filing Current Reports on Form 8-K describing such changes and events. The following is a summary of such Forms 8-K:

On May 24, 2002, Adelphia filed a Current Report on Form 8-K disclosing certain information relating to relationships and transactions involving Adelphia and its subsidiaries, on the one hand, and related persons and entities of Adelphia and its subsidiaries, on the other hand. Such disclosure includes, among other things, information regarding the Rigas Family Agreement, the Company's cash management system, the co-borrowing credit facilities, purchases of Adelphia debt or equity securities by certain Rigas Family Entities, transactions relating to the Buffalo Sabres, a team in the National Hockey League, Adelphia loans to and from certain of its affiliates, the relationship between Adelphia and Adelphia Business Solutions and the relationship between Adelphia and Praxis Capital Ventures, L.P., Praxis Capital Partners, LLC and Praxis Capital Management, LLC. In addition, Adelphia announced that (i) the Board authorized the Special Committee to investigate certain matters relating to Adelphia, (ii) Adelphia had not yet completed its consolidated financial statements for the year ended December 31, 2001, received its independent auditors' report thereon or filed with the SEC its Form 10-K for the year ended December 31, 2001, (iii) Deloitte had suspended its auditing work on Adelphia's consolidated financial statements for the year ended December 31, 2001 and (iv) Adelphia had not yet filed its quarterly report on Form 10-Q for the quarter ended March 31, 2002.

On June 6, 2002, Adelphia filed a Current Report on Form 8-K announcing the resignations of John J. Rigas, Timothy J. Rigas, Michael J. Rigas and James P. Rigas as directors of Adelphia. In addition, Adelphia announced the appointments of Christopher T. Dunstan as Executive Vice President, Treasurer and CFO of Adelphia and Steven B. Teuscher as SVP and CAO of Adelphia. Adelphia also announced that the Board, based on the recommendation of the Special Committee and consultation with counsel to the Special Committee, had determined that each of John J. Rigas, Timothy J. Rigas, Michael J. Rigas, Peter L. Venetis and James Brown deliberately breached his duty to Adelphia and/or its shareholders and that, as a result, such individuals were no longer entitled to have the expenses incurred in defending actions against them advanced to them by Adelphia. Finally, Adelphia filed certain press releases as exhibits to the Current Report on Form 8-K, announcing, among other things, that (i) John J. Rigas had resigned as Chairman, President and CEO of Adelphia, Erland Kailbourne had succeeded John J. Rigas as Chairman and Interim CEO of Adelphia, Timothy J. Rigas had resigned as Executive Vice President, CFO, CAO and Treasurer of Adelphia and James Brown had resigned as Vice President of Finance of Adelphia, (ii) Adelphia had tentatively concluded that it should increase to approximately \$2.5 billion the amount of indebtedness to be included in its consolidated financial statements, as of December 31, 2001, to reflect the full amount of principal borrowings and interest expense by entities affiliated with the Rigas Family under the co-borrowing credit facilities, (iii) Leonard Tow and Scott Schneider had been appointed to the Board, (iv) Adelphia's failure to deliver certain financial information and related compliance certificates to various financial institutions under certain credit agreements of its subsidiaries had resulted in events of default under those agreements and (v) the Nasdaq Listing Qualification Panel had determined, on May 30, 2002, to delist the Class A Common Stock from the Nasdaq Stock Market effective with the open of business on June 3, 2002.

On June 10, 2002, Adelphia filed a Current Report on Form 8-K regarding previously announced developments relating to Adelphia's financial reporting, resignations from and appointments to Adelphia's management and the investigation by the Special Committee. In addition, Adelphia announced that, on June 9, 2002, it had terminated the engagement of Deloitte as Adelphia's independent accountants. Adelphia also announced that, based on the preliminary results of the investigation by the Special Committee, Adelphia's then-current management would make certain adjustments and revisions to its results of operations for 2000 and 2001, its guidance with respect to management's expectations regarding earnings before interest, taxes, depreciation and amortization ("EBITDA") for 2002 and certain previous public statements regarding the number of subscribers to Adelphia's cable systems.

On June 14, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on June 13, 2002, it had retained PwC as its independent accountants to replace Deloitte, whose engagement with Adelphia had been terminated on June 9, 2002, and disclosing certain facts relating to the termination of Deloitte. In addition, Adelphia announced that, on June 10, 2002, Century Communications Corporation, an indirect, wholly-owned subsidiary of

Adelphia, had filed a voluntary petition for relief under Chapter 11 with the Bankruptcy Court. Adelphia also disclosed both that, on June 10, 2002, it had received a letter from Leonard Tow and Scott Schneider relating to their resignations from the Board and that, on June 11, 2002, Adelphia had announced the resignation of Peter L. Venetis from the Board. Finally, Adelphia disclosed information relating to certain timber and land transactions and the Special Committee's investigation of relationships and transactions involving Adelphia and its subsidiaries, on the one hand, and related persons and entities of Adelphia and its subsidiaries, on the other hand.

On June 21, 2002, Adelphia filed a Current Report on Form 8-K regarding its announcements on June 17, 2002 and June 20, 2002 that Adelphia and its subsidiaries had missed certain interest and dividend payments on certain outstanding notes and series of preferred stock. In addition, Adelphia announced on June 17, 2002 that Deloitte had advised Adelphia that, based on management's decision to restate Adelphia's consolidated financial statements, Deloitte would withdraw certifications of consolidated financial statements of Adelphia and its subsidiaries that Deloitte had issued since March 2001.

On June 28, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on June 25, 2002, Adelphia and certain of its subsidiaries had filed voluntary petitions under Chapter 11 with the Bankruptcy Court. In addition, Adelphia announced, on June 27, 2002, that the Bankruptcy Court had approved Adelphia's request for certain "first day orders."

On July 1, 2002, Adelphia filed an Amended Current Report on Form 8-K/A regarding certain previously disclosed facts relating to the termination of Deloitte, Deloitte's June 27, 2002 letter addressed to the SEC regarding Adelphia (the "Deloitte Letter") and the fact that Adelphia disagreed with certain statements made by Deloitte in the Deloitte Letter.

On July 8, 2002, Adelphia filed an Amended Current Report on Form 8-K/A regarding certain previously disclosed facts relating to the termination of Deloitte. In addition, Adelphia announced that it believed both that its Form 8-K filed on June 14, 2002 was not defective or incomplete and that Deloitte's refusal to resume its audit was unreasonable. Finally, Adelphia announced that, in light of Deloitte's unreasonable refusal to resume its audit, Adelphia had determined that it was not appropriate to share any additional information with Deloitte.

On July 9, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on June 25, 2002, the Company had procured senior secured debtor-in-possession financing pursuant to a certain credit and guaranty agreement. In addition, Adelphia announced that, on June 28, 2002, the Bankruptcy Court had issued an interim order approving the credit agreement and permitting the Company to borrow up to an initial amount of \$500 million pursuant of the terms of the credit agreement. Finally, Adelphia announced that the credit agreement was subject to final approval by the Bankruptcy Court and that a final hearing to approve it had been scheduled for August 9, 2002.

On July 31, 2002, Adelphia filed a Current Report on Form 8-K, attaching as an exhibit a copy of the slide show presentation to certain holders of notes issued by Adelphia, which was scheduled for July 31, 2002.

On August 2, 2002, Adelphia filed an Amended Current Report on Form 8-K/A announcing that, in an effort to improve the quality of Adelphia's public disclosure, Adelphia intended to prospectively report two different subscriber numbers, the Subscriber Accounts and Equivalent Subscribers. In addition, Adelphia announced that the discrepancy between the subscriber numbers presented in the July 31, 2002 slide show presentation, which was previously disclosed in the July 31, 2002 Current Report on Form 8-K, and the subscriber numbers presented in the June 10, 2002 Current Report on Form 8-K was due to (1) the difference between reporting Subscriber Accounts and Equivalent Subscribers, and (2) the different dates to which the numbers related.

On August 12, 2002, Adelphia filed a Current Report on Form 8-K announcing that its Board had nominated two additional directors, Rodney W. Cornelius and Anthony T. Kronman, to the Board. In addition, Adelphia announced that, on August 12, 2002, it had delivered certain "Equivalent Subscribers" figures to certain holders of notes issued by Adelphia, and Adelphia disclosed such figures in the Current Report on Form 8-K.

On August 13, 2002, Adelphia filed an Amended Current Report on Form 8-K/A regarding certain previously disclosed facts relating to the termination of Deloitte. In addition, in order to provide a more complete

description of the events disclosed in the Deloitte Letter, Adelphia described certain such "Reportable Events." Adelphia also announced that it had sent a draft of such Amended Current Report on Form 8-K/A to Deloitte on August 8, 2002 and that Deloitte had informally informed Adelphia that it believed that the draft contained some factual inaccuracies but that Deloitte would not be able to provide comments on the draft until August 16, 2002. Finally, Adelphia announced that it would file and respond to any such comments when and if received.

On August 14, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on August 14, 2002, Erland Kailbourne and Christopher Dunstan had submitted sworn statements to the SEC, pursuant to Section 21(a) (1) of the Securities Exchange Act of 1934, as amended.

On August 20, 2002, Adelphia filed an Amended Current Report on Form 8-K/A regarding certain previously disclosed facts relating to the termination of Deloitte. In addition, Adelphia announced that, on August 16, 2002, Deloitte had informed Adelphia that it had read Adelphia's August 13, 2002 Amended Current Report on Form 8-K/A and that Deloitte believed that such Form 8-K/A contained inaccuracies and omissions, which Deloitte believed were evident from a review of the Deloitte Letter.

On September 3, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on August 26, 2002, the Company had entered into the DIP Facility, which amended and restated in its entirety the credit agreement filed and guaranty agreement dated June 2002, as an exhibit to the Current Report on Form 8-K filed with the SEC on July 9, 2002. In addition, Adelphia announced that, on August 23, 2002, the Bankruptcy Court had issued a final order approving the DIP Facility and permitting the Company to borrow up to \$1,500 million pursuant to the terms of the DIP Facility. Finally, Adelphia announced that Affidavits of Daniel Aronson and Brian J. Fox in Support of Adelphia's Reply to DIP Objections had been filed with the Bankruptcy Court on August 21, 2002.

On September 16, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on September 13, 2002, Adelphia and certain of its subsidiaries had filed their unaudited consolidated Monthly Operating Reports for the months of June and July 2002 with the Bankruptcy Court.

On September 30, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on September 30, 2002, Century/ML Cable, a New York joint venture between Century Communications Corp., a wholly-owned indirect subsidiary of Adelphia, and ML Media Partners, L.P., had filed a voluntary petition under Chapter 11.

On October 18, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on October 10, 2002, Adelphia and certain of its subsidiaries had filed their unaudited consolidated Monthly Operating Report for the month of August 2002 with the Bankruptcy Court.

On November 5, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on October 25, 2002, Adelphia and certain of its subsidiaries had filed their unaudited consolidated Monthly Operating Report for the month of September 2002 with the Bankruptcy Court. In addition, Adelphia announced a decrease in its guidance for full year 2002 EBITDA due to the Chapter 11 Cases. Finally, the Current Report on Form 8-K included a table summarizing Adelphia's customer information as of December 31, 2001, March 31, 2002, June 30, 2002 and September 30, 2002.

On December 3, 2002, Adelphia filed a Current Report on Form 8-K announcing that, on November 25, 2002, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of October 2002 with the Bankruptcy Court.

On January 2, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on December 24, 2002, Adelphia and certain of its subsidiaries had filed their unaudited consolidated Monthly Operating Report for the month of November 2002 with the Bankruptcy Court and that, on December 23, 2002, Century/ML Cable had filed its unaudited consolidated Monthly Operating Report for the month of November 2002 with the Bankruptcy Court.

On January 21, 2003, Adelphia filed a Current Report on Form 8-K regarding its announcement on January 17, 2003 that it had entered into an agreement naming William T. Schleyer as Chairman and CEO of Adelphia and

Ron Cooper as President and COO of Adelphia and that such agreement was subject to approval from the Bankruptcy Court.

On January 29, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on January 23, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of December 2002 with the Bankruptcy Court.

On February 28, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on February 28, 2003, Adelphia and certain of its subsidiaries had filed their unaudited consolidated Monthly Operating Report for the month of January 2003 with the Bankruptcy Court and that, on February 25, 2003, Century/ML Cable had filed its unaudited consolidated Monthly Operating Report for the month of January 2003 with the Bankruptcy Court. In addition, Adelphia announced that, as part of its ongoing review of its historical books and records and its financial restatement, effective January 1, 2003, Adelphia had corrected many of its erroneous accounting policies and practices for Property, Plant and Equipment ("PP&E") relating to the capitalization of labor, labor-related costs, certain overhead costs and certain materials used in the maintenance of its cable systems and that these corrections of erroneous accounting policies and practices in PP&E would result in a total monthly increase in expenses of approximately \$19 million.

On March 5, 2003, Adelphia filed a Current Report on Form 8-K announcing, among other things, that on March 4, 2003 the Bankruptcy Court had approved the employment agreements of William T. Schleyer as Chairman and CEO of Adelphia and Ron Cooper as President and COO of Adelphia. In addition, Adelphia disclosed that, on January 23, 2003, the Board had voted to amend Adelphia's bylaws to specify the roles of the CEO, President, COO and CFO of Adelphia. Such Amended and Restated Bylaws, the employment agreements for Mr. Schleyer and Mr. Cooper and amendments thereto and Amendments No. 1, No. 2, No. 3 and No. 4 to the DIP Facility were incorporated by reference into the Current Report on Form 8-K and filed as exhibits thereto.

On March 12, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on March 7, 2003, the Bankruptcy Court had issued a final order approving the employment agreements of William T. Schleyer as Chairman and CEO of Adelphia and Ron Cooper as President and COO of Adelphia. In response to the final order, Adelphia and Mr. Schleyer amended and restated Amendment No. 2 to Mr. Schleyer's employment agreement, and such revised Amendment No. 2 was incorporated by reference into the Current Report on Form 8-K and filed as an exhibit thereto.

On March 21, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on or about March 6, 2003, Adelphia had discussed with Christopher T. Dunstan the need to terminate his employment as CFO, Executive Vice President and Treasurer of Adelphia and began negotiations regarding a separation agreement between Adelphia and Mr. Dunstan (the "Separation Agreement"). Adelphia also disclosed that, on March 17, 2003, Adelphia had received a letter of resignation from Mr. Dunstan in which Mr. Dunstan resigned effective May 27, 2003 and raised allegations regarding certain historical transactions between Adelphia and one of its then-current directors. In addition, Adelphia disclosed that, on March 21, 2003, it had entered into the Separation Agreement with Mr. Dunstan, subject to the approval of the Bankruptcy Court. Adelphia also announced that, in February 2003, the Board had directed an investigation into the allegations regarding historical director transactions, that such factual investigation had been completed in early March 2003 and that Adelphia expected to conclude that the actions by the director in question did not rise to the level of materiality or importance so as to require disclosure in a Form 8-K at that time. Finally, Adelphia announced that, on March 21, 2003, it had named Vanessa Ames Wittman as Executive Vice President and CFO of Adelphia.

On March 24, 2003, Adelphia filed an Amended Current Report on Form 8-K/A restating in its entirety the Current Report on Form 8-K filed with the SEC on March 21, 2003, but including as an exhibit a corrected version of the March 21, 2003 press release which announced the naming of Vanessa Wittman as Executive Vice President and CFO of Adelphia.

On March 28, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on March 25, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of February 2003 with the Bankruptcy Court.

On May 1, 2003, Adelphia filed a Current Report on Form 8-K disclosing certain non-audit services that Adelphia's Audit Committee had approved to be performed by PwC, Adelphia's independent auditors. In addition, Adelphia announced that, on April 25, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of March 2003 with the Bankruptcy Court.

On May 27, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on May 23, 2003, Adelphia and certain of its subsidiaries had filed their unaudited consolidated Monthly Operating Report for the month of April 2003 with the Bankruptcy Court. In addition, Adelphia announced that, in April 2003, it continued to correct its erroneous accounting policies and practices for PP&E relating to the capitalization of labor, labor-related costs, certain overhead costs and certain materials. Adelphia also disclosed that, while it had neither restated previously filed operating reports nor completed its review and analysis of the effect that its new accounting policies and practices would have on the consolidated financial statements for the years ended December 31, 2002, 2001, 2000 and 1999, Adelphia had already recorded total adjustments of \$144 million in 2002 for estimated corrections in accounting policies and practices and estimated that the new accounting policies and practices relating to the capitalization of labor, labor-related costs, certain overhead costs and certain materials for PP&E would increase expenses and decrease capital expenditures by approximately \$300 million on an annualized basis in 2003, as compared to the accounting policies and practices of Adelphia during the period when Rigas Management held executive positions at Adelphia. Finally, Adelphia announced that, during May 2003, it completed its review of the policies and practices surrounding the determination and reporting of its statistical customer information and that, as a result of such review, it had restated its previously reported customer information for September 30, 2002, June 30, 2002 and March 31, 2002. Such restated customer data, to the extent such restatement was completed at the filing of this Form 8-K, and the previously reported customer data were presented in a table in the Current Report on Form 8-K.

On May 29, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on May 27, 2003, Century/ML Cable had filed its unaudited consolidated Monthly Operating Report for the month of April 2003 with the Bankruptcy Court.

On June 20, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on May 28, 2003, it had reached agreement with the initial debtor-in-possession lenders on the covenants for the DIP Facility. Adelphia also announced that such lenders had approved Adelphia's operating and capital budget through June 2004, thus enabling Adelphia to access the full \$1.5 billion under the DIP Facility. In addition, Adelphia disclosed that it had announced, on June 4, 2003, that four then-current members of the Board who served as directors prior to Adelphia's Chapter 11 filing in June 2002 - Leslie Gelber, Pete J. Metros, Dennis Coyle and Erland Kailbourne - would resign, at such future time as their successors would be named, in order to complete the transition to a new independent Board. Finally, Amendment No. 5 to the DIP Facility, Amendment No. 6 and Waiver under the DIP Facility, Amendment No. 7 to the DIP Facility and the Covenant Addendum to the DIP Facility were incorporated by reference into the Current Report on Form 8-K and filed as exhibits thereto.

On June 30, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on June 25, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of May 2003 with the Bankruptcy Court. In addition, Adelphia announced that, during June 2003, it had completed its review of statistical customer information for 2001, 2000 and 1999. Such restated customer data and the previously reported customer data were presented in a table in the Current Report on Form 8-K.

On July 30, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on July 24, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of June 2003 with the Bankruptcy Court. In addition, Adelphia announced the completion of its review of homes passed data for the first half of 2003 and presented a summary of homes passed, basic customers and customer penetration levels for March 31, 2003 and June 30, 2003.

On August 27, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on August 25, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of July 2003 with the Bankruptcy Court.

On September 29, 2003, Adelphia filed a Current Report on Form 8-K announcing that Amendment No. 8 to the DIP Facility had become effective on September 12, 2003. In addition, Adelphia announced that, on September 25, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of August 2003 with the Bankruptcy Court.

On October 27, 2003, Adelphia filed a Current Report on Form 8-K announcing that Amendment No. 9 to the DIP Facility had become effective on October 10, 2003. In addition, Adelphia announced that, on October 24, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of September 2003 with the Bankruptcy Court.

On December 3, 2003, Adelphia filed a Current Report on Form 8-K announcing that, on November 25, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of October 2003 with the Bankruptcy Court.

On January 5, 2004, Adelphia filed a Current Report on Form 8-K announcing that Amendment No. 10 to the DIP Facility had become effective on December 5, 2003 and that Amendment No. 11 to the DIP Facility had become effective on December 18, 2003. In addition, Adelphia announced that, on December 23, 2003, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of November 2003 with the Bankruptcy Court.

On January 15, 2004, Adelphia filed a Current Report on Form 8-K announcing the completion of its transition to a new Board, with the resignations of Dennis Coyle and Erland Kailbourne, the last two board members who had served before Adelphia's Chapter 11 filing.

On January 30, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on January 26, 2004, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of December 2003 with the Bankruptcy Court.

On February 25, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on February 25, 2004, Adelphia and certain of its subsidiaries had filed the Stand-Alone Plan and the draft disclosure statement with the Bankruptcy Court. In addition, on February 25, 2004, Adelphia announced that it had received commitments from JPMorgan Chase & Co., Credit Suisse First Boston, Citigroup Inc. and Deutsche Bank AG for an \$8.8 billion fully-committed exit financing package that will be used, among other things, to finance the cash payments to be made under the proposed Stand-Alone Plan. Copies of the Stand-Alone Plan and draft disclosure statement, as well as copies of the press releases announcing the filing of the Stand-Alone Plan and draft disclosure statement and the Exit Financing Facility were filed as exhibits to the Current Report on Form 8-K.

On February 26, 2004, Adelphia filed a Current Report on Form 8-K announcing that Amendment No. 12 to the DIP Facility had become effective on February 3, 2004. In addition, Adelphia announced that, on February 25, 2004, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of January 2004 with the Bankruptcy Court.

On March 24, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on March 24, 2004, Adelphia and certain of its subsidiaries filed a motion with the Bankruptcy Court seeking an order of the Bankruptcy Court authorizing and approving an amended and restated commitment letter and related documents relating to the Company's proposed \$8.8 billion Exit Financing Facility and the approval of the payment of related fees and expenses.

On March 25, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on March 25, 2004, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of February 2004 with the Bankruptcy Court.

On April 22, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on April 21, 2004, Adelphia and certain of its subsidiaries filed a motion with the Bankruptcy Court seeking an order of the Bankruptcy Court authorizing and approving a form of the Extended DIP Facility and a related commitment letter and fee letter,

each dated April 16, 2004, and the payment of related fees and expenses. The form of Extended DIP Facility and the related commitment letter were filed as exhibits to the Form 8-K.

On April 26, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on April 26, 2004, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of March 2004 with the Bankruptcy Court.

On May 12, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on May 10, 2004, Adelphia and certain of its subsidiaries closed on the Extended DIP Facility. The Extended DIP Facility, which was approved by the Bankruptcy Court on May 6, 2004, amends and restates in its entirety the DIP Facility. The Extended DIP Facility and Amendment No. 1, dated as of May 10, 2004, to the Amended and Restated Security and Pledge Agreement, dated as of August 26, 2002, were filed as exhibits to the Form 8-K.

On May 24, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on May 10, 2004, Adelphia and the exit lenders amended the terms of the commitment letter relating to the proposed \$8.8 billion Exit Financing Facility. Under the terms of this amendment, the date by which the Company was required to obtain an order of the Bankruptcy Court authorizing the credit parties to incur their respective obligations under the commitment letter and the related documentation was extended from May 25, 2004 to June 30, 2004.

On May 25, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on May 25, 2004, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of April 2004 with the Bankruptcy Court.

On June 3, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on June 3, 2004, Adelphia and certain of its subsidiaries filed a notice with the Bankruptcy Court advising the Bankruptcy Court that it and the exit lenders entered into an amendment to the amended and restated commitment letter and amendments to certain other documents, each relating to Adelphia's \$8.8 billion Exit Financing Facility.

On June 17, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on June 17, 2004, Adelphia and certain of its subsidiaries filed a notice with the Bankruptcy Court advising the Bankruptcy Court that Adelphia and the exit lenders entered into an amendment to the amended and restated fee letter relating to the Company's proposed \$8.8 billion Exit Financing Facility.

On June 24, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on June 24, 2004, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of May 2004 with the Bankruptcy Court.

On June 29, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on June 28, 2004, Adelphia and certain of its subsidiaries filed a notice with the Bankruptcy Court advising the Bankruptcy Court that Adelphia and the exit lenders entered into an amendment to the amended and restated commitment letter and an amendment to the amended and restated fee letter, each relating to Adelphia's proposed \$8.8 billion Exit Financing Facility.

On July 27, 2004, Adelphia filed a Current Report on Form 8-K announcing the effectiveness, on July 21, 2004, of Amendment No. 1 and Waiver to the Extended DIP Facility. The amendment was filed as an exhibit to the Form 8-K. In addition, Adelphia announced that it and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of June 2004 with the Bankruptcy Court.

On August 25, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on August 25, 2004, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of July 2004 with the Bankruptcy Court.

On September 27, 2004, Adelphia filed a Current Report on Form 8-K announcing the effectiveness, on September 24, 2004, of Amendment No. 2 to the Extended DIP Facility. The amendment was filed as an exhibit to

the Form 8-K. In addition, Adelphia announced that it and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of August 2004 with the Bankruptcy Court.

On September 27, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on September 21, the Bankruptcy Court entered orders authorizing the Company to implement and adopt a number of changes to its employee benefit programs (the "KERP Programs"). The KERP Programs were previously adopted, subject to approval of the Bankruptcy Court, by the Board on June 10, 2004, August 5, 2004 and September 13, 2004.

On October 5, 2004, Adelphia filed an Amended Current Report on Form 8-K/A announcing that, on September 21, 2004, the Bankruptcy Court entered orders authorizing the Company to implement and adopt a number of changes to its employee benefit programs. The Form 8-K/A amended and restated the Form 8-K dated September 27, 2004 and was filed to make certain conforming changes to reflect the final terms of the KERP Programs and to include as exhibits the documentation relating to the Continuity Program.

On October 25, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on October 25, 2004, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of September 2004 with the Bankruptcy Court.

On November 4, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on October 29, 2004, Adelphia and certain of its subsidiaries filed a motion to postpone the conversion of the Series E Preferred Stock into shares of Class A Common Stock from November 15, 2004 to February 1, 2005, to the extent such conversion was not already stayed by the filing of the Chapter 11 Cases.

On November 12, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on November 1, 2004, Adelphia entered into an amended and restated employment agreement with Joseph W. Bagan. In addition, Adelphia announced that, on November 10, 2004, Adelphia entered into an amended and restated employment agreement with Robert G. Wahl.

On November 18, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on November 18, 2004, the Bankruptcy Court entered an order, effective November 14, 2004, approving the motion filed by Adelphia and certain of its subsidiaries to postpone the conversion of the Series E Preferred Stock into shares of Class A Common Stock until February 1, 2005, to the extent it otherwise would have occurred on November 15, 2004. In addition, Adelphia announced that it amended the certificate of designations relating to the Series E Preferred Stock to reflect the postponement of the automatic conversion date.

On November 24, 2004, Adelphia filed a Current Report on Form 8-K announcing that, on November 24, 2004, Adelphia and certain of its subsidiaries and Century/ML Cable had filed their respective unaudited consolidated Monthly Operating Reports for the month of October 2004 with the Bankruptcy Court.

GLOSSARY OF DEFINED TERMS

Set forth below is a list of certain defined terms as used in this Annual Report.

ACC Operations—ACC Operations, Inc., a Delaware corporation.

Adelphia—Adelphia Communications Corporation.

Adelphia Business Solutions—Adelphia Business Solutions, Inc., a former majority-owned subsidiary, which currently conducts business under the name TelCove.

Adelphia Common Stock—Class B Common Stock together with the Class A Common Stock.

Amended Complaint—Amended complaint filed by the company on November 15, 2002, in the Company's lawsuit against the Rigas Family and the Rigas Family Entities.

Annex Agreements—Various annexes to the Global Settlement executed by and between Adelphia and TelCove.

Arahova—Arahova Communications Inc., a direct subsidiary of Adelphia.

ARPU—Average revenue per unit.

Bank Complaint—Complaint filed by the Creditors' Committee, by motion dated July 6, 2003, in the Pre-Petition Lender Litigation.

Bankruptcy Code—Title 11 of the United States Code.

Bankruptcy Court—United States Bankruptcy Court for the Southern District of New York.

Benchmark I—Benchmark Acquisition Fund I L.P.

Benchmark II—Benchmark Media, Inc.

Bucktail Broadcasting—Bucktail Broadcasting Corporation, a subsidiary of Highland.

CALEA—Communications Assistance to Law Enforcement Act.

Carryover Directors—Dennis Coyle, Leslie Gelber, Erland Kailbourne and Pete Metros.

CDGC—Conway, Del Genio, Gries & Co., LLC.

Century—Century Communications Corp., an indirect wholly owned subsidiary of Adelphia.

Century/ML Cable—Century/ML Cable Venture, a joint venture between Century and ML Media.

Century-TCI—Century-TCI California, L.P., a joint venture between Adelphia and Comcast Corporation.

CGO—Corporate governance officer.

Chapter 11—Chapter 11 of Title 11 of the United States Code.

Chapter 11 Cases—Voluntary petitions to reorganize under Chapter 11 of the Bankruptcy Code filed by the Debtors in June 2002.

Claim Difference—The difference between the allowed unsecured claim listed on the Debtors' Schedules of Liabilities and the amount listed on the claimant's proof of claim.

CLECs—Competitive local exchange carriers.

CMS—Cash management system.

Co-Borrowing Facilities—Four credit facilities established by Rigas Management, which were accessible by both the Company and the Rigas Co-Borrowing Entities.

Committees—Collectively, the Equity Committee and the Creditors' Committee.

Company—Adelphia Communications Corporation and its consolidated subsidiaries.

Conway Engagement Letter—Engagement letter dated May 21, 2002, pursuant to which the Company engaged CDGC to provide certain restructuring services.

Credit Facilities—Bank debt, incurred by the Company under six different credit facilities.

Creditors' Committee—Committee appointed by the U.S. Trustee to represent the interests of unsecured creditors of the Debtors.

DBS—Direct broadcast satellite.

Debtors—Adelphia and substantially all of its domestic subsidiaries that filed voluntary petitions to reorganize under Chapter 11 in 2002.

Devon Mobile Bankruptcy Court—United States Bankruptcy Court for the District of Delaware.

Devon Claims—Proofs of claim in the Chapter 11 Cases filed by Devon Mobile on or about January 8, 2004.

Devon Complaint—Complaint filed by Devon Mobile in the Chapter 11 Cases in respect of the Devon Claims on June 21, 2004.

Devon Mobile—Devon Mobile Communications, L.P., a Delaware limited partnership in which Adelphia owns a 49.9% limited partnership interest.

Devon Plan—Devon Mobile's First Amended Joint Plan of Liquidation, dated July 24, 2003 (as modified on September 29, 2003), as confirmed by order of the Devon Bankruptcy Court on October 1, 2003.

DIP Facility—\$1,500 million debtor-in-possession facility entered into by the Loan Parties in connection with the Chapter 11 filings.

Dorellenic—Dorellenic Cable Partners.

Doris Holdings—Doris Holdings, L.P.

DSL—Digital subscriber line.

EBITDA—Earnings before interest, taxes, depreciation and amortization.

EBU—Equivalent bulk unit.

EPSCP—The Adelphia and Hyperion Telecommunications Corporation Executive Performance Share Compensation Plan.

Equity Committee—Committee appointed by the U.S. Trustee to represent the interests of equity holders of the Debtors.

Exit Lenders—Collectively, JPMorgan Chase Bank, Credit Suisse First Boston, acting through its Cayman Islands Branch, Citicorp North America, Inc., Deutsche Bank AG Cayman Islands Branch, J.P. Morgan Securities Inc., Citigroup Global Markets Inc. and Deutsche Bank Securities Inc.

Extended DIP Facility—Second Amended and Restated Credit and Guaranty Agreement approved by the Bankruptcy Court on May 6, 2004, which amends and restates in its entirety the DIP Facility.

FCC—Federal Communications Commission.

Final DIP Order—Bankruptcy Court order approving the DIP Facility.

FPL Group—FPL Group, Inc., parent of Telesat.

Global Settlement—Global settlement agreement between Adelphia and TelCove, dated February 21, 2004.

HDTV—High definition television.

HFC—Hybrid fiber coaxial cable.

Highland—Highland Holdings, a Rigas Family Entity.

Highland II—Highland Holdings II, a Rigas Family Entity.

Highland Communications—Highland Communications, L.L.C., a wholly owned subsidiary of Highland and a Rigas Family Entity.

Highland Preferred—Highland Preferred Communications, L.L.C., a wholly owned subsidiary of Highland.

Highland Prestige—Highland Prestige Georgia, Inc., a Rigas Family Entity.

HSI—High-speed Internet.

ILEC—Incumbent local exchange carriers.

Interim Management—Erland Kailbourne, Chairman and interim CEO, together with the Carryover Directors and certain officers engaged by the Company after May 2002.

IRS—Internal Revenue Service.

ISP—Internet service provider.

IVR—Interactive voice response.

KERP Programs—Certain employee benefit programs (including amendments) adopted by the Board and approved by order of the Bankruptcy Court.

LFAs—Local franchise authorities.

Loan Parties—Adelphia and certain of its subsidiaries, collectively.

M&A Advisors—Collectively, UBS Securities LLC and Allen & Company LLC.

Managed Cable Entities—Entities owned by the Rigas Family that operate cable systems and are managed by the Company.

MDU—Multi-dwelling unit.

ML Media—ML Media Partners, L.P.

MMDS—Multi-channel multipoint distribution systems.

MVDDS—Multichannel Video Distribution & Data Service.

Named Executive Officers—Collectively, the CEO, the four other most highly compensated executive officers serving as of December 31, 2003 and each other person who served as CEO at any time during the year.

NFHLP—Niagara Frontier Hockey, L.P., a Delaware limited partnership owned by the Rigas Family.

NFHLP Bankruptcy Court—U.S. Bankruptcy Court of the Western District of New York.

NFHLP Debtors—NFHLP and certain of its subsidiaries.

NTCA—National Cable & Telecommunications Association.

Olympus—Olympus Communications, L.P.

Other Rigas Entities—The Rigas Family Entities other than the Rigas Co-Borrowing Entities.

Praxis—Praxis Capital Ventures, L.P., a consolidated subsidiary of Adelphia.

Pre-petition Lender Litigation—Action by the Creditors' Committee against the agents and lenders under certain pre-petition credit facilities.

Prestige Communications—Prestige Communications, Inc., an entity that owns and operates cable systems, and all of the cable television assets of Prestige Communications of North Carolina, Inc.

Prestige of North Carolina—Prestige Communications NC, Inc.

PRP—The Amended and Restated Adelphia Performance Retention Plan.

RBOC—Regional Bell operating companies.

Recap Agreement—Leveraged Recapitalization Agreement, pursuant to which Century/ML Cable agreed to redeem ML Media's 50% interest in Century/ML Cable on or before September 30, 2002.

Redemption—Redemption pursuant to the Recap Agreement.

Rigas Co-Borrowing Entities—Rigas Family Entities that are borrowers under the Co-Borrowing Facilities and the subsidiaries of such Rigas Family Entities.

Rigas Criminal Action—Criminal action against John J. Rigas, Timothy J. Rigas, Michael J. Rigas and Michael C. Mulcahey.

Rigas Defendants—Collectively, John J. Rigas, Michael J. Rigas, Tim Rigas, James P. Rigas, Doris Rigas and the Rigas Family Entities.

Rigas Family—Family of John J. Rigas.

Rigas Family 13D—Form 13D/A filed on August 15, 2001 by John J. Rigas, Michael J. Rigas, Timothy J. Rigas, James P. Rigas and Ellen Rigas Venetis.

Rigas Family Agreement—Agreement dated May 23, 2002 by which certain members of the Rigas Family resigned from their positions as officers and directors of Adelphia.

Rigas Family Entities—Entities in which members of the Rigas Family directly or indirectly held controlling interests.

Rigas Family Forms 5—Forms 5 filed on February 13, 2002 by John J. Rigas, Michael J. Rigas, Timothy J. Rigas, James P. Rigas and Ellen Rigas Venetis.

Rigas Management—Members of the Rigas Family who held all of the senior executive positions at Adelphia and constituted five of the nine members of the Board prior to May 2002.

SEC Civil Action—Civil enforcement action filed on July 24, 2002, by the SEC against the Company, certain members of the Rigas Family and others, alleging various securities fraud claims arising out of the Rigas Family's alleged misconduct.

Separation Agreement—Separation Agreement between Adelphia and Christopher T. Dunstan, entered March 21, 2003, subject to the approval of the Bankruptcy Court.

Series A Preferred Stock—Series A 13% Cumulative Exchangeable Preferred Stock issued by Adelphia, due July 15, 2009.

Series B Preferred Stock—Series B 13% Cumulative Exchangeable Preferred Stock issued by Adelphia, due July 15, 2009.

Series C Preferred Stock—Adelphia's 8 $\frac{1}{8}$ % Series C Cumulative Convertible Preferred Stock issued by Adelphia, \$0.01 par value per share.

Series D Preferred Stock—5 $\frac{1}{2}$ % Series D Convertible Preferred Stock issued by Adelphia, \$0.01 par value per share.

Series E Preferred Stock—7.5% Series E Mandatory Convertible Preferred Stock issued by Adelphia, \$0.01 par value per share.

Series F Preferred Stock—7.5% Series F Mandatory Convertible Preferred Stock issued by Adelphia, \$0.01 par value per share.

Settlement Amount—Proposed settlement amount agreed upon by the Debtors and certain creditors in connection with the Settlement Procedures Order.

Settlement Procedures Order—Settlement discussions commenced by the Debtors with certain creditors in an effort to compromise and/or settle their claims in accordance with the settlement procedures protocol authorized by order of the Bankruptcy Court dated February 9, 2004.

SMATV systems—Satellite master antenna television systems.

Special Committee—Special committee of the Board, composed solely of three Carryover Directors, Dennis Coyle, Leslie Gelber and Erland Kailbourne, which began to investigate the allegations against the Rigas Family.

Stand-Alone Plan—Proposed joint plan of reorganization under Chapter 11 of the Bankruptcy Code filed by the Debtors on February 25, 2004.

Subordinated Notes—The Company's 6% and 3.5% Subordinated Notes.

Subsidiary Borrowers—Collectively, the unrestricted borrowers under a joint bank credit facility with certain of Adelphia's subsidiaries.

TelCove—TelCove, Inc., formerly known as Adelphia Business Solutions, Inc.

TelCove Debtors—TelCove and its direct and indirect subsidiaries that have commenced Chapter 11 proceedings.

TelCove DIP Credit Agreement—Debtor in Possession Credit and Security Agreement between the Company and the TelCove Debtors dated April 2002.

TelCove DIP Lenders—Adelphia and one of the Rigas Family Entities.

TelCove Petition Date—March 27, 2002.

TelCove Plan—TelCove's Modified Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated December 18, 2003 as confirmed by the Court on December 19, 2003.

TelCove Spin-off—Transaction completed on January 11, 2002, whereby the Company distributed all of the shares of TelCove common stock owned by Adelphia to the holders of its Class A Common Stock and Class B Common Stock in the form of a dividend.

TelCove Spin-off Date—January 11, 2002.

Tele-Media Ventures—Three joint ventures in which Adelphia indirectly holds interests ranging from 75% to 82% with certain affiliates of Tele-Media Corporation of Delaware.

Telesat—Telesat Cablevision, Inc., a subsidiary of FPL Group.

TMCD—Tele-Media Corporation of Delaware.

Tranche A Loan—\$1,300 million revolving credit facility under the DIP Facility, as reduced to an \$800 million revolving credit facility under the Extended DIP Facility.

Tranche B Loan—Proceeds received from the \$200 million loan made pursuant to the DIP Facility.

UGC—UnitedGlobalCom, Inc.

Verizon Cable Assets—Certain Verizon cable equipment and network system assets acquired by the Company.

VOD—Video-on-demand.

VoIP—Voice over Internet protocol.

WB Security—West Boca Security, Inc., a former subsidiary of Olympus.

Wending Creek—Wending Creek Farms, Inc., an entity owned by the Rigas Family.

X Clause Plaintiffs—The *Ad Hoc* Committee of holders of the Company's Subordinated Notes, together with the Bank of New York, the indenture trustee for the Subordinated Notes.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ADELPHIA COMMUNICATIONS
CORPORATION

By: /S/ WILLIAM T. SCHLEYER
William T. Schleyer
Chairman and Chief Executive Officer

Date: December 23, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ WILLIAM T. SCHLEYER</u> William T. Schleyer	Chairman and Chief Executive Officer (Principal Executive Officer)	December 23, 2004
<u>/S/ VANESSA A. WITTMAN</u> Vanessa A. Wittman	Chief Financial Officer (Principal Financial Officer)	December 23, 2004
<u>/S/ SCOTT D. MACDONALD</u> Scott D. Macdonald	Chief Accounting Officer (Principal Accounting Officer)	December 23, 2004
<u>/S/ E. THAYER BIGELOW</u> E. Thayer Bigelow	Director	December 23, 2004
<u>/S/ RODNEY CORNELIUS</u> Rodney Cornelius	Director	December 23, 2004
<u>/S/ ANTHONY KRONMAN</u> Anthony Kronman	Director	December 23, 2004
<u>/S/ PHILIP LOCHNER</u> Philip Lochner	Director	December 23, 2004
<u>/S/ SUSAN NESS</u> Susan Ness	Director	December 23, 2004
<u>/S/ KENNETH WOLFE</u> Kenneth Wolfe	Director	December 23, 2004

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CIBC, Inc.; CIBC World Markets Corp.;
Rabobank Nederland, New York; and
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CIBC, Inc.; CIBC World Markets Corp.;
Rabobank Nederland, New York; and
Key Bank of New York

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	
)	Chapter 11 Cases
ADELPHIA COMMUNICATIONS CORP., et al.,)	
a Delaware corporation,)	Case No. 02-41729 (REG)
)	
Debtors.)	(Jointly Administered)
)	
ADELPHIA COMMUNICATIONS CORP. AND)	Adversary Proceeding
ITS AFFILIATED DEBTORS AND DEBTORS IN)	No. _____
POSSESSION and OFFICIAL COMMITTEE OF)	
UNSECURED CREDITORS OF ADELPHIA)	
COMMUNICATIONS CORP.,)	<u>COMPLAINT</u>
)	
Plaintiffs,)	Jury Trial Demanded
)	
vs.)	
)	
BANK OF AMERICA, N.A. <i>et al.</i>)	
)	

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

ADELPHIA COMMUNICATIONS CORP., et al.,
a Delaware corporation,

Debtors.

ADELPHIA COMMUNICATIONS CORP. AND
ITS AFFILIATED DEBTORS AND DEBTORS IN
POSSESSION and OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ADELPHIA
COMMUNICATIONS CORP.,

Plaintiffs,

vs.

BANK OF AMERICA, N.A., individually and as
Agent for various banks party to credit agreements
described herein; BANC OF AMERICA SECURITIES
LLC; BANK OF MONTREAL, individually and as
Agent for various banks party to credit agreements
described herein; BMO NESBITT BURNS CORP.;
WACHOVIA BANK, NATIONAL ASSOCIATION
(F/K/A FIRST UNION NATIONAL BANK),
individually and as agent for various banks party to
credit agreements described herein; WACHOVIA
SECURITIES, INC. (F/K/A FIRST UNION
SECURITIES, INC.); CITIBANK, N.A., individually
and as Agent for various banks party to credit
agreements described herein; CITICORP USA, INC.,
individually and as Agent for various banks party to
credit agreements described herein; CITIGROUP
GLOBAL MARKETS HOLDINGS, INC. (F/K/A
SALOMON SMITH BARNEY HOLDINGS, INC.),
D/B/A SALOMON SMITH BARNEY, INC;
CITIGROUP FINANCIAL PRODUCTS, INC. (F/K/A
SALOMON BROTHERS HOLDING CO., INC.);
ABN AMRO BANK N.V., individually and as Agent
for various banks party to credit agreements described
herein; ABN AMRO SECURITIES LLC, BANK OF
NEW YORK CO., INC., individually and as Agent for
various banks party to credit agreements described

Chapter 11 Cases

Case No. 02-41729 (REG)

(Jointly Administered)

Adversary Proceeding
No. _____

COMPLAINT

Jury Trial Demanded

herein; BNY CAPITAL CORP.; THE BANK OF)
 NOVA SCOTIA, individually and as Agent for various)
 banks party to credit agreements described herein;)
 SCOTIA CAPITAL (USA), INC.; BARCLAYS)
 BANK PLC, individually and as Agent for various)
 banks party to credit agreements described herein;)
 BARCLAYS CAPITAL INC.; CIBC, INC.,)
 individually and as Agent for various banks party to)
 credit agreements described herein; CIBC WORLD)
 MARKETS CORP.; JP MORGAN CHASE & CO.)
 (F/K/A CHASE MANHATTAN CORP.), individually)
 and as Agent for various banks party to credit)
 agreements described herein; CHASE SECURITIES,)
 INC.; CREDIT LYONNAIS, NEW YORK BRANCH,)
 individually and as Agent for various banks party to)
 credit agreements described herein; CREDIT)
 LYONNAIS SECURITIES (USA), INC.; CREDIT)
 SUISSE FIRST BOSTON, NEW YORK BRANCH,)
 individually and as Agent for various banks party to)
 credit agreements described herein; CREDIT SUISSE)
 FIRST BOSTON (USA) INC.; DEUTSCHE BANK)
 AG (F/K/A BANKERS TRUST COMPANY),)
 individually and as Agent for various banks party to)
 credit agreements described herein; DEUTSCHE)
 BANC ALEX BROWN, INC. (F/K/A BT ALEX)
 BROWN, INC.); DLJ CAPITAL FUNDING, INC.,)
 individually and as Agent for various banks party to)
 credit agreements described herein; DONALDSON,)
 LUFKIN & JENRETTE, INC.; FLEET NATIONAL)
 BANK, individually and as Agent for various banks)
 party to credit agreements described herein; FLEET)
 SECURITIES, INC.; MERRILL LYNCH CAPITAL)
 CORP., individually and as Agent for various banks)
 party to credit agreements described herein; MERRILL)
 LYNCH & CO., INC.; MORGAN STANLEY)
 SENIOR FUNDING, INC., individually and as Agent)
 for various banks party to credit agreements described)
 herein; MORGAN STANLEY & CO., INC.; PNC)
 BANK CORP., individually and as Agent for various)
 banks party to credit agreements described herein;)
 PNC CAPITAL MARKETS, INC.; THE ROYAL)
 BANK OF SCOTLAND, PLC, individually and as)
 Agent for various banks party to credit agreements)
 described herein; SOCIETE GENERALE, S.A.,)
 individually and as Agent for various banks party to)
 credit agreements described herein; SG COWEN)

SECURITIES CORPORATION; SUNTRUST)
 BANKS, INC., individually and As Agent for various)
 banks party to credit Agreements described herein;)
 SUNTRUST SECURITIES, INC.; TORONTO)
 DOMINION (TEXAS), INC., individually and as)
 Agent for various banks party to credit agreements)
 described herein; TD SECURITIES (USA) INC.; THE)
 FUJI BANK, LIMITED, individually and as Agent for)
 various banks party to credit agreements described)
 herein; THE MITSUBISHI TRUST AND BANKING)
 CORPORATION, individually and as Agent for)
 various banks party to credit agreements described)
 herein; COOPERATIEVE CENTRALE)
 RAIFFEISEN-BOERENLEEN BANK B.A.)
 "RABOBANK NEDERLAND," NEW YORK)
 BRANCH, individually and as Agent for various banks)
 party to credit agreements described herein;)
 BAYERISCHE LANDESBANK GIROZENTRALE;)
 CREDIT INDUSTRIEL ET COMMERCIAL;)
 CYPRESSTREE INVESTMENT FUND LLC; DEBT)
 STRATEGIES FUND, INC.; DG BANK DEUTSCHE)
 GENOSSENSCHAFTSBANK AG; FARMERS &)
 MERCHANTS BANCORP INC.; FIFTH THIRD)
 BANCORP; FIRST ALLMERICA FINANCIAL LIFE)
 INSURANCE COMPANY; FIRSTAR BANK, N.A.;)
 FOOTHILL INCOME TRUST II, L.P.; FRANKLIN)
 FLOATING RATE TRUST; JACKSON NATIONAL)
 LIFE INSURANCE COMPANY; KEMPER)
 FLOATING RATE FUND; KZH CYPRESSTREE-1)
 LLC; KZH III LLC; KZH ING-2 LLC; KZH)
 LANGDALE LLC; KZH PONDVIEW LLC; KZH)
 SHOSHONE LLC; KZH WATERSIDE LLC;)
 LIBERTY FLOATING RATE ADVANTAGE FUND)
 (F/K/A LIBERTY-STEIN ROE ADVISOR)
 FLOATING RATE ADVANTAGE FUND);)
 MASTER SENIOR FLOATING RATE TRUST;)
 MEESPIERSON CAPITAL CORP.; MELLON)
 BANK, N.A.; MERRILL LYNCH SENIOR)
 FLOATING RATE FUND, INC.; NATEXIS)
 BANQUES POPULAIRES GROUP; NATIONAL)
 CITY BANK OF PENNSYLVANIA; NORTH)
 AMERICAN SENIOR FLOATING RATE FUND,)
 INC.; OLYMPIC FUNDING TRUST, SERIES 1999;)
 OPPENHEIMER SENIOR FLOATING RATE)
 FUND.; PINEHURST TRADING INC.; PRINCIPAL)
 LIFE INSURANCE COMPANY; RIVIERA)

FUNDING LLC; ROYAL BANK OF CANADA;)
 SENIOR HIGH INCOME PORTFOLIO, INC.;)
 STANWICH LOAN FUNDING LLC; STEIN ROE)
 FLOATING RATE LIMITED LIABILITY)
 COMPANY; SUMITOMO MITSUI BANKING)
 CORPORATION; THE DAI-ICHI KANGYO BANK,)
 LTD.; THE INDUSTRIAL BANK OF JAPAN,)
 LIMITED; THE TORONTO-DOMINION BANK;)
 U.S. BANK NATIONAL ASSOCIATION; UBS AG,)
 STAMFORD BRANCH; UNITED OF OMAHA LIFE)
 INSURANCE COMPANY; BANK BOSTON, N.A.;)
 BANK ONE, N.A.; BANQUE NATIONALE DE)
 PARIS; BAYERISCHE HYPOUND VEREINSBANK)
 AG; BNP PARIBAS; CITIZENS BANK OF RHODE)
 ISLAND; CREDIT AGRICOLE INDOSUEZ;)
 CREDIT LOCALE FRANCE -- NEW YORK)
 AGENCY; DRESDNER BANK AG; FIRST)
 HAWAIIAN BANK; FIRST NATIONAL BANK OF)
 CHICAGO; FIRST NATIONAL BANK OF)
 MARYLAND; GENERAL ELECTRIC CAPITAL)
 CORPORATION; GOLDMAN SACHS CREDIT)
 PARTNERS, L.P.; ING PRIME RATE TRUST)
 (F/K/A PILGRIM AMERICA PRIME RATE)
 TRUST); KZH HOLDING CORPORATION III;)
 MANUFACTURERS AND TRADERS TRUST)
 COMPANY; MORGAN GUARANTY TRUST)
 COMPANY; OCTAGON CREDIT INVESTORS)
 LOAN PORTFOLIO; PFL LIFE INSURANCE)
 COMPANY; ROYALTON COMPANY; THE LONG-)
 TERM CREDIT BANK OF JAPAN, LTD.; THE)
 TRAVELERS INSURANCE COMPANY; UNION)
 BANK OF CALIFORNIA, N.A.; VAN KAMPEN)
 AMERICAN CAPITAL PRIME RATE INCOME)
 TRUST; WEBSTER BANK; THE GOLDMAN)
 SACHS & CO.; HSBC BANK USA; KEY BANK OF)
 NEW YORK; ABBEY NATIONAL TREASURY)
 SERVICES; ADDISON CDO, LIMITED; AG)
 CAPITAL FUNDING; AIM FLOATING RATE)
 FUND; AIMCO CLO SERIES, 2000-A; AIMCO CLO)
 SERIES, 2001-A; ALLSTATE INVESTMENTS,)
 LLC; ALLSTATE LIFE INSURANCE CO.; ALPHA)
 US FUND II, LLC; AMARANTH FUND, L.P.;)
 AMMC CDO I, LIMITED; AMMC CDO II, LTD.;)
 APEX (IDM) CDO LTD.; APEX (TRIMARAN) CDO)
 I, LTD.; ARCHIMEDES FUNDING II, LTD.;)
 ARCHIMIDES FUNDING III LTD.; ARES)

FINANCE-II LTD.; ARES CLO MANAGEMENT)
 LLC; ARES LEVERAGED INVESTMENT FUND II,)
 L.P.; ARES III CLO LTD.; ARES IV CLO LTD.;)
 ARES V CLO LTD.; ARES VI CLO LTD.; ATHENA)
 CDO LIMITED; AURUM CLO 2002 – LTD.;)
 AVALON CAPITAL LTD.; AVALON CAPITAL)
 LTD. 2; B & W MASTER TOBACCO FUND;)
 BALANCED HIGH YIELD FUND II LTD.;)
 BALLYROCK CDO I LIMITED; BEAR STEARNS)
 INVESTMENT PRODUCTS; BEAR, STEARNS &)
 CO.; BLUE SQUARE FUNDING SERIES 3;)
 BOSTON INCOME PORTFOLIO; BROAD)
 FOUNDATION; CALIFORNIA PUBLIC)
 EMPLOYEES RETIREMENT SYSTEM; CAPTIVA)
 IV FINANCE LTD.; CARAVELLE INVESTMENT)
 FUND II, L.L.C.; CARLYLE HIGH YIELD)
 PARTNERS II, LTD.; CENTURION CDO II LTD.;)
 CENTURION CDO III, LIMITED; CENTURY)
 INTEREST; CENTURY POST PETITION)
 INTEREST; CERES II FINANCE LTD.; CHARTER)
 VIEW PORTFOLIO; CIGNA INVESTMENTS, INC.;)
 CITADEL HILL 2000 LTD.; CLYDESDALE CLO)
 2001-1 LTD.; COLUMBUS LOAN FUNDING LTD.;)
 CONSTANTINUS EATON VANCE CDO V LTD.;)
 CONTINENTAL CASUALTY COMPANY; CSAM)
 FUNDING I; CSAM FUNDING II; D.E. SHAW &)
 CO., LLC; D.E. SHAW LAMINAR PORTFOLIOS,)
 LLC; DB STRUCTURED PRODUCTS, INC.; DEBT)
 STRATEGIES FUND II; DEBT STRATEGIES)
 FUND III; DELANO COMPANY #274; DZ BANK)
 AG DEUTSCHE ZENTRAL-GENOSSENSCHAFTS-)
 BANK; EATON VANCE CDO II LTD.; EATON)
 VANCE INSTITUTIONAL SENIOR LOAN FUND;)
 EATON VANCE MANAGEMENT; EATON VANCE)
 SENIOR INCOME TRUST; ELC CAYMAN LTD.;)
 ELC (CAYMAN) LTD. CDO SERIES 1999-I; ELC)
 (CAYMAN) LTD. SERIES 1999-I; ELC CAYMAN)
 LTD. 1999-III; ELC (CAYMAN) LTD. 2001-I; ELF)
 FUNDING TRUST I; ELF FUNDING TRUST III;)
 ELI BROAD; EMERALD ORCHARD LIMITED;)
 ENDURANCE CLO I, LTD.; ERSTE BANK NEW)
 YORK; EVERGREEN FUNDING LTD., CO.; FC)
 CBO IV LTD.; FIDELITY ADVISOR FLOATING)
 RATE HIGH INCOME FUND (161); FIDELITY)
 ADVISORS SERIES II; FIDELITY CHARLES)
 STREET TRUST; FIDELITY HIGH YIELD)

COLLECTIVE; FIDELITY SCHOOL STREET)
 TRUST; FIRST DOMINION FUNDING I; FIRST)
 DOMINION FUNDING II; FIRST DOMINION)
 FUNDING III; FLAGSHIP CLO 2001-1; FLAGSHIP)
 CLO II; FORTIS CAPITAL CORP.; FRANKLIN)
 ADVISOR, INC.; FRANKLIN CLO I; FRANKLIN)
 CLO II; FRANKLIN CLO III; FRANKLIN)
 FLOATING RATE DAILY ACCESS FUND;)
 FRANKLIN FLOATING RATE MASTER SERIES;)
 FRANKLIN FLOATING RATE TRUST; GALAXY)
 CLO 1999-1 LTD.; GLENEAGLES TRADING LLC;)
 GOLDENTREE LOAN OPPORTUNITIES I, LTD.;)
 GOLDENTREE LOAN OPPORTUNITIES II, LTD.;)
 GOLDENTREE HIGH YIELD MASTER FUND,)
 LTD.; GOLDENTREE HIGH YIELD)
 OPPORTUNITIES II, LTD.; GRAYSON & CO.;)
 GREAT POINT CLO 1999-1; GREYSTONE CLO)
 LTD.; GSC RECOVERY IIA, L.P.; GT HIGH YIELD)
 VALUE MASTER FUND; HALCYON FUND, L.P.;)
 HAMILTON CDO LTD.; HARBOUR TOWN)
 FUNDING, LLC; HARBOURVIEW CDO II LTD.;)
 HARBOURVIEW CLO IV, LTD.; HARCH CLO I,)
 LTD.; HIGH INCOME PORTFOLIO; HIGHLAND)
 LEGACY LIMITED; HIGHLAND LOAN FUNDING)
 V, LTD.; HIGHLAND OFFSHORE PARTNERS;)
 IBM WHITEHALL FUNDING 2001 TRUST; IDS)
 LIFE INSURANCE COMPANY; INDOSUEZ)
 CAPITAL FUNDING IIA, LTD.; INDOSUEZ)
 CAPITAL FUNDING IV, L.P.; ING PILGRIM)
 SENIOR INCOME FUND; ING SENIOR INCOME)
 FUND; INVESTMENT FUND II LLC;)
 INVESTMENT PARTNERS I; J.H. WHITNEY)
 MARKET VALUE FUND, L.P.; JISSELKIKUN)
 FUNDING, INC.; JUPITER LOAN FUNDING LLC;)
 KATONAH I, LTD.; KATONAH II LTD.;)
 KATONAH III LTD.; KING STREET CAPITAL,)
 L.P.; KZH CNC LLC; KZH HIGHLAND-2 LLC;)
 KZH ING-1 LLC; KZH ING-3 LLC; KZH PAMCO)
 LLC; KZH SOLEIL LLC; KZH SOLEIL-2 LLC; KZH)
 STERLING LLC; LANDMARK CDO LIMITED;)
 LCM I LIMITED PARTNERSHIP; LEHMAN)
 COMMERCIAL PAPER, INC.; LONGHORN CDO)
 (CAYMAN) LTD.; LONGHORN II CDO)
 (CAYMAN) LTD.; MAGNETITE ASSET)
 INVESTORS L.L.C.; MERRILL LYNCH DEBT)
 STRATEGIES FUND II, INC.; MERRILL LYNCH)

GLOBAL INVESTMENT SERIES: INCOME)
 STRATEGIES PORTFOLIO; MIZUHO)
 CORPORATE BANK, LTD.; ML CLO XV PILGRIM)
 AMERICA (CAYMAN) LTD.; ML CLO XX)
 PILGRIM AMERICA (CAYMAN) LTD.;)
 MONUMENT CAPITAL LTD.; MORGAN)
 STANLEY EMERGING MARKETS, INC.;)
 MORGAN STANLEY PRIME INCOME TRUST;)
 MOUNTAIN CAPITAL CLO I; MOUNTAIN)
 CAPITAL CLO II; MUIRFIELD TRADING, LLC;)
 MUZINICH CASHFLOW CBO II LTD.; MW POST)
 OPPORTUNITY OFFSHORE FUND; MW POST)
 PORTFOLIO FUND; NATIONWIDE LIFE AND)
 ANNUITY INSURANCE COMPANY;)
 NATIONWIDE MUTUAL INSURANCE)
 COMPANY; NEMEAN CLO LTD.; NEW)
 ALLIANCE GLOBAL CDO, LIMITED; NEW YORK)
 LIFE INSURANCE AND ANNUITY CO.; NOMURA)
 BOND & LOAN FUND; NORTHWOODS)
 CAPITAL, LTD.; NORTHWOODS CAPITAL II,)
 LTD.; NORTHWOODS CAPITAL III, LTD.;)
 NUVEEN FLOATING RATE FUND; NUVEEN)
 SENIOR INCOME FUND; OAK HILL CLO)
 MANAGEMENT I LLC; OAK HILL CREDIT)
 PARTNERS I LIMITED; OAK HILL FUND II, LTD.;)
 OAK HILL SECURITIES FUND, L.P.;)
 OPPORTUNITY FUND, LLC; ORYX CLO, LTD.;)
 OWL CREEK ASSET MANAGEMENT, L.P.;)
 OXFORD STRATEGIC INCOME FUND; PACIFICA)
 PARTNERS I, L.P.; PAM CAPITAL FUNDING L.P.;)
 PAMCO CAYMAN LTD.; PERRY PRINCIPLES)
 LLC; PHOENIX-GOODWIN HIGH YIELD FUND;)
 PILGRIM CLO 1999-1 LTD.; PILGRIM SENIOR)
 INCOME FUND; PIMCO CORPORATE INCOME)
 FUND; POST BALANCED FUND, L.P.; POST)
 HIGH YIELD L.P.; POST OPPORTUNITY FUND,)
 L.P.; POST OPPORTUNITY OFFSHORE FUND;)
 PPM SHADOW CREEK FUNDING LLC; PPM-)
 SPYGLASS FUNDING TRUST; PROVIDENCE)
 CAPITAL LLC; PRUDENTIAL INSURANCE)
 COMPANY OF AMERICA; PUTNAM)
 DIVERSIFIED INCOME TRUST; PUTNAM HIGH)
 YIELD ADVANTAGE FUND; PUTNAM HIGH)
 YIELD TRUST; PUTNAM MASTER INCOME)
 TRUST; PUTNAM MASTER INTERMEDIATE)
 INCOME TRUST; PUTNAM PREMIER INCOME)